

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to .

Commission file number 001-34003

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
110 West 44th Street
New York New York
(Address of principal executive offices)

51-0350842
(I.R.S. Employer
Identification No.)
10036
(Zip Code)

Registrant's Telephone Number, Including Area Code: (646) 536-2842

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 27, 2023, there were 170,067,620 shares of the Registrant's Common Stock outstanding, net of treasury stock.

INDEX

PART I.	FINANCIAL INFORMATION	2
Item 1.	Financial Statements (Unaudited)	2
	Condensed Consolidated Balance Sheets	2
	Condensed Consolidated Statements of Operations	3
	Condensed Consolidated Statements of Comprehensive Loss	4
	Condensed Consolidated Statements of Cash Flows	5
	Condensed Consolidated Statements of Equity	6
	Notes to Condensed Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	26
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	40
Item 4.	Controls and Procedures	42
PART II.	OTHER INFORMATION	43
Item 1.	Legal Proceedings	43
Item 1A.	Risk Factors	43
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	43
Item 5.	Other Information	43
Item 6.	Exhibits	44
	Signatures	45

(All other items in this report are inapplicable)

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

TAKE-TWO INTERACTIVE SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)

	September 30, 2023 (Unaudited)	March 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 756.8	\$ 827.4
Short-term investments	45.1	187.0
Restricted cash and cash equivalents	424.4	307.6
Accounts receivable, net of allowances of \$1.2 and \$1.3 at September 30, 2023 and March 31, 2023, respectively	814.5	763.2
Software development costs and licenses	94.5	65.9
Contract assets	82.5	79.9
Prepaid expenses and other	319.0	277.1
Total current assets	2,536.8	2,508.1
Fixed assets, net	392.0	402.8
Right-of-use assets	312.8	282.7
Software development costs and licenses, net of current portion	1,270.7	1,072.2
Goodwill	6,600.3	6,767.1
Other intangibles, net	3,776.3	4,453.2
Deferred tax assets	12.3	44.8
Long-term restricted cash and cash equivalents	105.0	99.6
Other assets	201.2	231.6
Total assets	\$ 15,207.4	\$ 15,862.1
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 131.8	\$ 140.1
Accrued expenses and other current liabilities	1,316.2	1,225.7
Deferred revenue	1,117.5	1,078.8
Lease liabilities	61.5	60.2
Short-term debt, net	373.1	1,346.8
Total current liabilities	3,000.1	3,851.6
Long-term debt, net	2,707.1	1,733.0
Non-current deferred revenue	60.6	35.5
Non-current lease liabilities	373.0	347.0
Non-current software development royalties	99.6	110.2
Deferred tax liabilities, net	278.5	534.0
Other long-term liabilities	258.4	208.3
Total liabilities	\$ 6,777.3	\$ 6,819.6
Commitments and contingencies (See Note 11)		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 5.0 shares authorized; no shares issued and outstanding at September 30, 2023 and March 31, 2023	—	—
Common stock, \$0.01 par value, 300.0 and 300.0 shares authorized; 193.7 and 192.6 shares issued and 170.0 and 168.9 outstanding at September 30, 2023 and March 31, 2023, respectively	1.9	1.9
Additional paid-in capital	9,183.2	9,010.2
Treasury stock, at cost; 23.7 and 23.7 common shares at September 30, 2023 and March 31, 2023, respectively	(1,020.6)	(1,020.6)
Retained earnings	414.7	1,164.3
Accumulated other comprehensive loss	(149.1)	(113.3)
Total stockholders' equity	\$ 8,430.1	\$ 9,042.5
Total liabilities and stockholders' equity	\$ 15,207.4	\$ 15,862.1

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(in millions, except per share amounts)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net revenue:				
Game	\$ 1,128.6	\$ 1,218.8	\$ 2,224.7	\$ 2,238.0
Advertising	170.6	174.7	359.2	257.9
Total net revenue	1,299.2	1,393.5	2,583.9	2,495.9
Cost of revenue	883.8	713.9	1,489.3	1,149.7
Gross profit	415.4	679.6	1,094.6	1,346.2
Selling and marketing	334.6	444.4	735.5	716.4
Research and development	234.3	243.2	478.3	417.0
General and administrative	179.5	214.6	377.7	451.7
Depreciation and amortization	45.3	29.9	85.7	51.0
Goodwill impairment	165.4	—	165.4	—
Total operating expenses	959.1	932.1	1,842.6	1,636.1
Loss from operations	(543.7)	(252.5)	(748.0)	(289.9)
Interest and other, net	(31.1)	(50.5)	(56.5)	(79.8)
(Loss) gain on fair value adjustments, net	(2.2)	1.9	(1.4)	(37.7)
Loss before income taxes	(577.0)	(301.1)	(805.9)	(407.4)
Benefit from income taxes	33.4	44.1	56.3	46.4
Net loss	\$ (543.6)	\$ (257.0)	\$ (749.6)	\$ (361.0)
Loss per share:				
Basic and diluted loss per share	\$ (3.20)	\$ (1.54)	\$ (4.42)	\$ (2.38)

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (Unaudited)
(in millions)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net loss	\$ (543.6)	\$ (257.0)	\$ (749.6)	\$ (361.0)
Other comprehensive income (loss)				
Foreign currency translation adjustment	(63.1)	(116.3)	\$ (37.1)	(179.1)
Change in fair value of available for sale securities	0.4	0.5	\$ 1.3	0.1
Other comprehensive loss	(62.7)	(115.8)	\$ (35.8)	(179.0)
Comprehensive loss	<u>\$ (606.3)</u>	<u>\$ (372.8)</u>	<u>\$ (785.4)</u>	<u>\$ (540.0)</u>

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(in millions)

	Six Months Ended September 30,	
	2023	2022
Operating activities:		
Net loss	\$ (749.6)	\$ (361.0)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization and impairment of software development costs and licenses	108.1	81.7
Stock-based compensation	169.1	151.8
Noncash lease expense	32.7	23.3
Amortization and impairment of intangibles	676.8	438.2
Depreciation	67.9	38.9
Goodwill impairment	165.4	—
Interest expense	71.4	60.0
Gain on debt extinguishment	(7.7)	—
Fair value adjustments	1.4	38.2
Other, net	28.8	(37.4)
Changes in assets and liabilities, net of effect from purchases of businesses:		
Accounts receivable	(52.2)	15.2
Software development costs and licenses	(300.7)	(228.9)
Prepaid expenses and other current and other non-current assets	(44.5)	(44.7)
Deferred revenue	65.3	(57.4)
Accounts payable, accrued expenses and other liabilities	(162.4)	37.5
Net cash provided by operating activities	69.8	155.4
Investing activities:		
Change in bank time deposits	12.5	124.4
Sale and maturities of available-for-sale securities	131.0	354.3
Purchases of fixed assets	(59.9)	(99.4)
Proceeds from sale of long-term investment	—	20.6
Purchases of long-term investments	(6.5)	(7.6)
Business acquisitions	(13.0)	(3,156.9)
Other	(3.8)	(26.0)
Net cash provided by (used in) investing activities	60.3	(2,790.6)
Financing activities:		
Tax payment related to net share settlements on restricted stock awards	(57.1)	(77.7)
Issuance of common stock	18.8	11.4
Payment for settlement of convertible notes	—	(1,166.8)
Proceeds from issuance of debt	999.3	3,248.9
Cost of debt	(7.5)	(22.4)
Settlement of capped calls	—	140.1
Repayment of debt	(989.6)	—
Payment of contingent earn-out consideration	(35.0)	—
Net cash (used in) provided by financing activities	(71.1)	2,133.5
Effects of foreign currency exchange rates on cash, cash equivalents, and restricted cash and cash equivalents	(7.4)	(36.2)
Net change in cash, cash equivalents, and restricted cash and cash equivalents	51.6	(537.9)
Cash, cash equivalents, and restricted cash and cash equivalents, beginning of year ⁽¹⁾	1,234.6	2,195.3
Cash, cash equivalents, and restricted cash and cash equivalents, end of period ⁽¹⁾	\$ 1,286.2	\$ 1,657.4

⁽¹⁾ Cash, cash equivalents and restricted cash and cash equivalents shown on our Condensed Consolidated Statements of Cash Flow includes amounts in the Cash and cash equivalents, Restricted cash and cash equivalents, and Long-term restricted cash and cash equivalents on our Condensed Consolidated Balance Sheet.

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (Unaudited)
(in millions)

Three Months Ended September 30, 2023

	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholder's Equity
	Shares	Amount		Shares	Amount			
Balance, June 30, 2023	193.5	\$ 1.9	\$ 9,087.0	(23.7)	\$ (1,020.6)	\$ 958.3	\$ (86.4)	\$ 8,940.2
Net loss	—	—	—	—	—	(543.6)	—	(543.6)
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	(63.1)	(63.1)
Net unrealized gain on available-for-sale securities, net of taxes	—	—	—	—	—	—	0.4	0.4
Stock-based compensation	—	—	112.0	—	—	—	—	112.0
Issuance of restricted stock, net of forfeitures and cancellations	0.3	—	—	—	—	—	—	—
Net share settlement of restricted stock awards	(0.1)	—	(15.8)	—	—	—	—	(15.8)
Balance, September 30, 2023	193.7	\$ 1.9	\$ 9,183.2	(23.7)	\$ (1,020.6)	\$ 414.7	\$ (149.1)	\$ 8,430.1

Three Months Ended September 30, 2022

	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholder's Equity
	Shares	Amount		Shares	Amount			
Balance, June 30, 2022	189.9	\$ 1.9	\$ 8,616.5	(23.7)	\$ (1,020.6)	\$ 2,185.0	\$ (120.5)	\$ 9,662.3
Net loss	—	—	—	—	—	(257.0)	—	(257.0)
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	(116.3)	(116.3)
Net unrealized gain on available-for-sale securities, net of taxes	—	—	—	—	—	—	0.5	0.5
Stock-based compensation	—	—	125.0	—	—	—	—	125.0
Issuance of restricted stock, net of forfeitures and cancellations	0.6	—	—	—	—	—	—	—
Exercise of stock options	0.9	—	42.8	—	—	—	—	42.8
Net share settlement of restricted stock awards	(0.2)	—	(23.8)	—	—	—	—	(23.8)
Balance, September 30, 2022	191.2	\$ 1.9	\$ 8,760.5	(23.7)	\$ (1,020.6)	\$ 1,928.0	\$ (236.3)	\$ 9,433.5

See accompanying Notes.

Six Months Ended September 30, 2023

	Common Stock			Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount	Additional Paid-in Capital	Shares	Amount			
Balance, March 31, 2023	192.6	\$ 1.9	\$ 9,010.2	(23.7)	\$ (1,020.6)	\$ 1,164.3	\$ (113.3)	\$ 9,042.5
Net loss	—	—	—	—	—	(749.6)	—	(749.6)
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	(37.1)	(37.1)
Net unrealized gain on available-for-sale securities, net of taxes	—	—	—	—	—	—	1.3	1.3
Stock-based compensation	—	—	211.4	—	—	—	—	211.4
Issuance of restricted stock, net of forfeitures and cancellations	1.3	—	—	—	—	—	—	—
Exercise of stock options	—	—	0.2	—	—	—	—	0.2
Net share settlement of restricted stock awards	(0.4)	—	(57.1)	—	—	—	—	(57.1)
Employee share purchase plan settlement	0.2	—	18.5	—	—	—	—	18.5
Balance, September 30, 2023	193.7	\$ 1.9	\$ 9,183.2	(23.7)	\$ (1,020.6)	\$ 414.7	\$ (149.1)	\$ 8,430.1

Six Months Ended September 30, 2022

	Common Stock			Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount	Additional Paid-in Capital	Shares	Amount			
Balance, March 31, 2022	139.0	\$ 1.4	\$ 2,597.2	(23.7)	\$ (1,020.6)	\$ 2,289.0	\$ (57.3)	\$ 3,809.7
Net loss	—	—	—	—	—	(361.0)	—	(361.0)
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	(179.1)	(179.1)
Net unrealized gain on available-for-sale securities, net of taxes	—	—	—	—	—	—	0.1	0.1
Stock-based compensation	—	—	186.3	—	—	—	—	186.3
Issuance of restricted stock, net of forfeitures and cancellations	1.8	—	—	—	—	—	—	—
Exercise of stock options	0.9	—	42.8	—	—	—	—	42.8
Net share settlement of restricted stock awards	(0.6)	—	(77.7)	—	—	—	—	(77.7)
Employee share purchase plan settlement	0.1	—	11.4	—	—	—	—	11.4
Issuance of shares related to Zynga Acquisition	46.3	0.5	5,377.2	—	—	—	—	5,377.7
Stock-based compensation assumed in Zynga Acquisition	—	—	143.6	—	—	—	—	143.6
Issuance of shares for conversion of Convertible Notes	3.7	\$ —	\$ 479.7	—	\$ —	\$ —	\$ —	\$ 479.7
Balance, September 30, 2022	191.2	\$ 1.9	\$ 8,760.5	(23.7)	\$ (1,020.6)	\$ 1,928.0	\$ (236.3)	\$ 9,433.5

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

(in millions, except per share amounts)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Take-Two Interactive Software, Inc. (the "Company," "we," "us," or similar pronouns) was incorporated in the state of Delaware in 1993. We are a leading developer, publisher, and marketer of interactive entertainment for consumers around the globe. We develop and publish products principally through Rockstar Games, 2K, Private Division, and Zynga. Our products are designed for console gaming systems, PC, and mobile, including smartphones and tablets. We deliver our products through physical retail, digital download, online platforms, and cloud streaming services.

Acquisition of Zynga

On May 23, 2022, we completed our acquisition of 100% of the issued and outstanding shares of Zynga Inc. ("Zynga"), a leading developer of mobile games (the "Zynga Acquisition"). Refer to [Note 13 - Acquisitions](#) for additional information.

Basis of Presentation

The accompanying Condensed Consolidated Financial Statements are unaudited and include the accounts of the Company and its wholly-owned subsidiaries and, in our opinion, reflect all normal and recurring adjustments necessary for the fair presentation of our financial position, results of operations, and cash flows. Interim results may not be indicative of the results that may be expected for the full fiscal year. All intercompany accounts and transactions have been eliminated in consolidation. The preparation of these Condensed Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in these Condensed Consolidated Financial Statements and accompanying notes. As permitted under U.S. GAAP, interim accounting for certain expenses, including income taxes, is based on full year assumptions when appropriate. Actual results could differ materially from those estimates, which may affect economic conditions in a number of different ways and result in uncertainty and risk.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"), although we believe that the disclosures are adequate to make the information presented not misleading. These Condensed Consolidated Financial Statements and accompanying notes should be read in conjunction with our annual Consolidated Financial Statements and the notes thereto, included in our [Annual Report on Form 10-K](#) for the fiscal year ended March 31, 2023.

Certain immaterial reclassifications have been made to prior period amounts to conform to the current period presentation.

Recent Accounting Pronouncements

There were no new accounting pronouncements issued or effective as of September 30, 2023, that had, or are expected to have, a material impact on our Condensed Consolidated Financial Statements.

2. REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of Revenue

Timing of recognition

Net revenue recognized at a point in time is primarily comprised of the portion of revenue from software products that is recognized when the customer takes control of the product (i.e. upon delivery of the software product).

Net revenue recognized over time is primarily comprised of revenue from our software products that include game related services, separate virtual currency transactions, and in-game purchases, which are recognized over an estimated service period. Over time net revenue includes in-game advertising.

Net revenue by timing of recognition was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net revenue recognized:				
Over time	\$ 1,006.6	\$ 1,116.4	\$ 2,086.4	\$ 1,923.9
Point in time	292.6	277.1	497.5	572.0
Total net revenue	\$ 1,299.2	\$ 1,393.5	\$ 2,583.9	\$ 2,495.9

Content

Recurrent consumer spending ("RCS") is generated from ongoing consumer engagement and includes revenue from virtual currency, add-on content, in-game purchases, and in-game advertising.

Full game and other revenue primarily includes the initial sale of full game software products, which may include offline and/or significant game related services.

Net revenue by content was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net revenue recognized:				
Recurrent consumer spending	\$ 1,000.4	\$ 1,101.8	\$ 2,068.8	\$ 1,927.4
Full game and other	298.8	291.7	515.1	568.5
Total net revenue	\$ 1,299.2	\$ 1,393.5	\$ 2,583.9	\$ 2,495.9

Geography

We attribute net revenue to geographic regions based on software product destination. Net revenue by geographic region was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net revenue recognized:				
United States	\$ 795.6	\$ 842.9	\$ 1,599.5	\$ 1,525.8
International	503.6	550.6	984.4	970.1
Total net revenue	\$ 1,299.2	\$ 1,393.5	\$ 2,583.9	\$ 2,495.9

Platform

Net revenue by platform was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net revenue recognized:				
Mobile	\$ 646.2	\$ 730.1	\$ 1,326.2	\$ 1,099.7
Console	546.7	551.9	1,051.0	1,159.1
PC and other	106.3	111.5	206.7	237.1
Total net revenue	\$ 1,299.2	\$ 1,393.5	\$ 2,583.9	\$ 2,495.9

Distribution Channel

Our products are delivered through digital online services (digital download, online platforms, and cloud streaming) and physical retail and other. Net revenue by distribution channel was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Net revenue recognized:				
Digital online	\$ 1,239.7	\$ 1,319.2	\$ 2,479.7	\$ 2,357.0
Physical retail and other	59.5	74.3	104.2	138.9
Total net revenue	\$ 1,299.2	\$ 1,393.5	\$ 2,583.9	\$ 2,495.9

Deferred Revenue

We record deferred revenue when payments are due or received in advance of the fulfillment of our associated performance obligations. The balance of deferred revenue, including current and non-current balances as of September 30, 2023 and March 31, 2023 were \$1,178.1 and \$1,114.3, respectively. For the six months ended September 30, 2023, the additions to our deferred revenue balance were due primarily to cash payments received or due in advance of satisfying our performance obligations, while the reductions to our deferred revenue balance were due primarily to the recognition of revenue upon fulfillment of our performance obligations, both of which were in the ordinary course of business.

During the three months ended September 30, 2023 and 2022, \$314.3 and \$259.3, respectively, of revenue was recognized that was included in the deferred revenue balance at the beginning of the respective period. During the six months ended September 30, 2023 and 2022, \$838.2 and \$698.9, respectively, of revenue was recognized that was included in the deferred revenue balance at the beginning of the respective period. As of September 30, 2023, the aggregate amount of contract revenue allocated to unsatisfied performance obligations is \$1,327.2, which includes our deferred revenue balances and amounts to be invoiced and recognized as revenue in future periods. We expect to recognize approximately \$1,232.0 of this balance as revenue over the next 12 months, and the remainder thereafter. This balance does not include an estimate for variable consideration arising from sales-based royalty license revenue in excess of the contractual minimum guarantee.

As of September 30, 2023 and March 31, 2023, our contract asset balances were \$82.5 and \$79.9, respectively.

3. MANAGEMENT AGREEMENT

In November 2017, we entered into a management agreement (the "2017 Management Agreement") with ZelnickMedia Corporation ("ZelnickMedia") that replaced our previous agreement with ZelnickMedia and pursuant to which ZelnickMedia was to provide financial and management consulting services to the Company through March 31, 2024. The 2017 Management Agreement became effective January 1, 2018. As part of the 2017 Management Agreement, Strauss Zelnick, the President of ZelnickMedia, continued to serve as Executive Chairman and Chief Executive Officer of the Company, and Karl Slatoff, a partner of ZelnickMedia, continued to serve as President of the Company. The 2017 Management Agreement provided for an annual management fee of \$3.1 over the term of the agreement and a maximum annual bonus opportunity of \$7.4 over the term of the agreement, based on the Company achieving certain performance thresholds.

In May 2022, we entered into a new management agreement (the "2022 Management Agreement") with ZelnickMedia that replaced the 2017 Management Agreement and pursuant to which ZelnickMedia will continue to provide financial and management consulting services to the Company through March 31, 2029. The 2022 Management Agreement became effective on May 23, 2022, when our acquisition of Zynga closed (refer to [Note 13 - Acquisitions](#)). On May 21, 2022, ZelnickMedia assigned substantially all of its rights and obligations and other liabilities under the 2022 Management Agreement to ZMC Advisors, L.P. ("ZMC Advisors"). References to "ZMC" herein shall mean either ZelnickMedia or ZMC Advisors, as appropriate. As part of the 2022 Management Agreement, Strauss Zelnick continues to serve as Executive Chairman and Chief Executive Officer of the Company, and Karl Slatoff continues to serve as President of the Company. The 2022 Management Agreement provides for an annual management fee of \$3.3 over the term of the agreement and a maximum annual bonus opportunity of \$13.2 over the term of the agreement, based on the Company achieving certain performance thresholds. In connection with the 2022 Management Agreement, we have and expect to grant time-based and performance-based restricted units to ZMC.

In consideration for ZMC's services, we recorded consulting expense in General and administrative expenses on our Condensed Consolidated Statements of Operations of \$2.4 and \$1.2 during the three months ended September 30, 2023 and 2022, respectively, and \$5.2 and \$3.9 during the six months ended September 30, 2023 and 2022, respectively. We recorded stock-based compensation expense for restricted stock units granted to ZMC, which is also included in General and

[Table of Contents](#)

administrative expenses, of \$13.9 and \$13.0 during the three months ended September 30, 2023 and 2022, respectively, and \$25.1 and \$21.5 during the six months ended September 30, 2023 and 2022, respectively.

In connection with the 2022 Management Agreement and 2017 Management Agreement, we have granted restricted stock units (in thousands) to ZMC as follows:

	Six Months Ended September 30,	
	2023	2022
Time-based	97	192
Market-based ⁽¹⁾	295	510
Performance-based ⁽¹⁾		
IP	—	18
RCS	98	153
Total Performance-based	98	171
Total Restricted Stock Units	490	873

⁽¹⁾ Represents the maximum of shares eligible to vest

Time-based restricted stock units granted pursuant to the 2022 Management Agreement in fiscal year 2024 will vest on June 1, 2024, June 1, 2025, and June 1, 2026, and those granted in fiscal year 2023, partially vested on June 1, 2023 and will also vest June 1, 2024, and June 1, 2025. Time-based restricted stock units granted in fiscal year 2023 pursuant to the 2017 Management Agreement will vest on April 13, 2024.

Market-based restricted stock units granted pursuant to the 2022 Management Agreement in fiscal year 2024 are eligible to vest on June 1, 2026, and those granted in fiscal year 2023 are eligible to vest on June 1, 2024 and June 1, 2025. Market-based restricted stock units granted in fiscal year 2023 pursuant to the 2017 Management Agreement are eligible to vest on April 13, 2024. Market-based restricted stock units are eligible to vest based on the Company's Total Shareholder Return (as defined in the relevant grant agreement) relative to the Total Shareholder Return (as defined in the relevant grant agreement) of the companies that constitute either the NASDAQ Composite Index under the 2017 Management Agreement or the NASDAQ 100 index under the 2022 Management Agreement (as defined in the relevant grant agreement) as of the grant date measured over a two-year period or three-year period, as applicable. To earn the target number of market-based restricted stock units (which represents 50% of the number of the market-based restricted stock units set forth in the table above), the Company must perform at the 50th percentile, with the maximum number of market-based restricted stock units earned if the Company performs at the 75th percentile.

Performance-based restricted stock units granted pursuant to the 2022 Management Agreement in fiscal year 2024 are eligible to vest on June 1, 2026, and those granted in fiscal year 2023 are eligible to vest on June 1, 2024 and June 1, 2025. Performance-based restricted stock units granted in fiscal year 2023 pursuant to the 2017 Management Agreement are eligible to vest on April 13, 2024. The performance-based restricted stock units, of which certain are tied to "IP" and "RCS" (as defined in the relevant grant agreement), are eligible to vest based on the Company's achievement of certain performance metrics (as defined in the relevant grant agreement) of either individual product releases of "IP" measured over a two-year period or "RCS" measured over a three-year period. The target number of performance-based restricted stock units that may be earned pursuant to these grants is equal to 50% of the grant amounts set forth in the above table (the numbers in the table represent the maximum number of performance-based restricted stock units that may be earned). At the end of each reporting period, we assess the probability of each performance metric and upon determination that certain thresholds are probable, we record expense for the unvested portion of the shares of performance-based restricted stock units.

The unvested portions of time-based, market-based and performance-based restricted stock units held by ZMC were 1.3 and 1.1 as of September 30, 2023 and March 31, 2023, respectively. During the six months ended September 30, 2023, 0.2 restricted stock units previously granted to ZMC vested, and 0.0 restricted stock units were forfeited by ZMC.

4. FAIR VALUE MEASUREMENTS

Recurring fair value measurements

The carrying amounts of our financial instruments, including cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, prepaid expenses and other, accounts payable, and accrued expenses and other current liabilities, approximate fair value because of their short maturities.

We follow a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." The three levels of inputs used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than quoted prices included in Level 1, such as quoted prices for markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

The table below segregates all assets and liabilities that are measured at fair value on a recurring basis (which is measured at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

	September 30, 2023			
	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	Total
Assets:				
Cash and cash equivalents:				
Money market funds	\$ 264.2	\$ —	\$ —	\$ 264.2
Bank-time deposits	58.8	—	—	58.8
Short-term investments:				
Corporate bonds	—	15.8	—	15.8
Bank-time deposits	29.3	—	—	29.3
Restricted cash and cash equivalents:				
Money market funds	423.9	—	—	423.9
Bank-time deposits	0.5	—	—	0.5
Restricted cash and cash equivalents, long term:				
Money market funds	105.0	—	—	105.0
Other assets:				
Foreign currency forward contracts	—	0.3	—	0.3
Private equity	—	—	29.0	29.0
Total financial assets	<u>\$ 881.7</u>	<u>\$ 16.1</u>	<u>\$ 29.0</u>	<u>\$ 926.8</u>
Liabilities:				
Accrued expenses and other current liabilities:				
Contingent earn-out consideration	\$ —	\$ —	\$ 16.5	\$ 16.5
Other-long term liabilities:				
Contingent earn-out consideration	—	—	19.2	19.2
Short-term debt, net:				
Convertible notes	—	23.1	—	23.1
Long-term debt, net:				
Convertible notes	—	24.2	—	24.2
Total financial liabilities	<u>\$ —</u>	<u>\$ 47.3</u>	<u>\$ 35.7</u>	<u>\$ 83.0</u>

	March 31, 2023			
	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	Total
Assets:				
Cash and cash equivalents:				
Money market funds	\$ 368.0	\$ —	\$ —	\$ 368.0
Bank-time deposits	145.8	—	—	145.8
Short-term investments:				
Corporate bonds	—	145.2	—	145.2
Bank-time deposits	41.8	—	—	41.8
Restricted cash and cash equivalents:				
Money market funds	306.1	—	—	306.1
Bank-time deposits	0.5	—	—	0.5
Restricted cash and cash equivalents, long term:				
Money market funds	99.6	—	—	99.6
Other assets:				
Private equity	—	—	26.5	26.5
Total financial assets	\$ 961.8	\$ 145.2	\$ 26.5	\$ 1,133.5
Liabilities:				
Accrued expenses and other current liabilities:				
Foreign currency forward contracts	\$ —	\$ 2.5	\$ —	\$ 2.5
Contingent earn-out consideration	—	—	66.6	66.6
Other long-term liabilities:				
Contingent earn-out consideration	—	—	27.3	27.3
Long-term debt, net:				
Convertible notes	—	44.1	—	44.1
Total financial liabilities	\$ —	\$ 46.6	\$ 93.9	\$ 140.5

We did not have any transfers between Level 1 and Level 2 fair value measurements, nor did we have any transfers into or out of Level 3 during the six months ended September 30, 2023.

In connection with the Nordeus acquisition we completed on June 1, 2021, our consideration included a contingent earn-out consideration arrangement that requires us to pay an aggregate of \$153.0 in cash if Nordeus achieves certain performance measures over the 12- and 24-month periods following the closing. We recorded \$61.1 as the initial fair value of contingent earn-out consideration. The fair value was estimated using a Monte-Carlo simulation model, which included significant unobservable Level 3 inputs, such as projected financial performance over the earn-out period along with estimates for market volatility and the discount rate applicable to potential cash payouts.

During the six months ended September 30, 2023, we recognized General and administrative expense of \$4.5 within our Condensed Consolidated Statements of Operations for the increase in fair value of the contingent earn-out consideration liability associated with the Nordeus acquisition, which increased the fair value of the contingent consideration liability related to the second earn-out period to \$69.5. During the three months ended September 30, 2023, we paid \$69.5 related to these earn-out consideration arrangements.

In connection with our acquisition of Popcore GmbH ("Popcore") we completed on November 16, 2022, our consideration included a contingent earn-out consideration arrangement that requires us to pay an aggregate of \$105.0 in cash if Popcore achieves certain performance measures over each of the three calendar years following the closing. We recorded \$23.3 as the initial fair value of contingent earn-out consideration. The fair value was estimated using a Monte-Carlo simulation model, which included significant unobservable Level 3 inputs, such as projected financial performance over the earn-out period along with estimates for market volatility and the discount rate applicable to potential cash payouts.

During the three and six months ended September 30, 2023 we recognized General and administrative expense of \$(2.8) and \$6.8, respectively, within our Condensed Consolidated Statements of Operations for the change in fair value of the contingent earn-out consideration liability associated with the Popcore acquisition. The fair value of the contingent consideration liability related to the earn-out period is \$32.4, with \$15.2 and \$17.2 being recorded within Accrued expenses and other current liabilities and Other long-term liabilities, respectively, in our Condensed Consolidated Balance Sheet as of September 30, 2023. The change resulted from a higher probability of Popcore achieving certain performance measures in all three 12-month periods.

The remaining contingent earn-out consideration liability of \$1.3 and \$2.0 recorded within Accrued expenses and other current liabilities and Other long-term liabilities, respectively, in our Condensed Consolidated Balance Sheet as of September 30, 2023 relates to immaterial earn-out arrangements from Zynga's historical acquisitions. For these acquisitions, we estimated the acquisition date fair value of the contingent consideration obligations using a discounted cash flow model.

Nonrecurring fair value measurements

We hold equity investments in certain unconsolidated entities without a readily determinable fair value. These strategic investments represent less than a 20% ownership interest in each of the privately-held affiliates, and we do not maintain significant influence over or control of the entities. We have elected the practical expedient in Topic 321, *Investments-Equity Securities*, to measure these investments at cost less any impairment, adjusted for observable price changes, if any. Based on these considerations, we estimate that the carrying value of the acquired shares represents the fair value of the investment. At September 30, 2023, and March 31, 2023, we held \$8.0 and \$8.0, respectively, of such investments in Other assets within our Condensed Consolidated Balance Sheet.

5. SHORT-TERM INVESTMENTS

Our Short-term investments consisted of the following:

	September 30, 2023			
	Cost or Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Short-term investments				
Bank time deposits	\$ 29.3	\$ —	\$ —	\$ 29.3
Available-for-sale securities:				
Corporate bonds	15.9	—	(0.1)	15.8
Total Short-term investments	\$ 45.2	\$ —	\$ (0.1)	\$ 45.1

	March 31, 2023			
	Cost or Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Short-term investments				
Bank time deposits	\$ 41.8	\$ —	\$ —	\$ 41.8
Available-for-sale securities:				
Corporate bonds	147.2	—	(2.0)	145.2
Total Short-term investments	\$ 189.0	\$ —	\$ (2.0)	\$ 187.0

The following table summarizes the contracted maturities of our short-term investments at September 30, 2023:

	September 30, 2023	
	Amortized Cost	Fair Value
Short-term investments		
Due in 1 year or less	\$ 45.2	\$ 45.1
Total Short-term investments	\$ 45.2	\$ 45.1

6. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Our risk management strategy includes the use of derivative financial instruments to reduce the volatility associated with changes in foreign currency exchange rates on earnings, cash flows, and certain balance sheet amounts. We do not enter into derivative financial contracts for speculative or trading purposes. We recognize derivative instruments as either assets or liabilities on our Consolidated Balance Sheets, and we measure those instruments at fair value. We classify cash flows from derivative transactions as cash flows from operating activities in our Consolidated Statements of Cash Flows.

Foreign currency forward contracts

The following table shows the gross notional amounts of foreign currency forward contracts:

	September 30, 2023	March 31, 2023
Forward contracts to sell foreign currencies	\$ 292.8	\$ 224.3
Forward contracts to purchase foreign currencies	30.3	51.2

For the three months ended September 30, 2023 and 2022, we recorded a gain of \$3.6 and a loss of \$4.6, respectively, and for the six months ended September 30, 2023 and 2022 we recorded a gain of \$7.4 and a loss of \$2.6, respectively, related to foreign currency forward contracts in Interest and other, net on our Condensed Consolidated Statements of Operations. Our foreign currency exchange forward contracts are not designated as hedging instruments under hedge accounting and are used to reduce the impact of foreign currency on certain balance sheet exposures. These instruments are generally short term in nature, with typical maturities of less than one year, and are subject to fluctuations in foreign exchange rates.

7. SOFTWARE DEVELOPMENT COSTS AND LICENSES

Details of our capitalized software development costs and licenses were as follows:

	September 30, 2023		March 31, 2023	
	Current	Non-current	Current	Non-current
Software development costs, internally developed	\$ 74.7	\$ 1,032.7	\$ 47.4	\$ 882.0
Software development costs, externally developed	0.1	227.7	2.2	169.7
Licenses	19.7	10.3	16.3	20.5
Software development costs and licenses	\$ 94.5	\$ 1,270.7	\$ 65.9	\$ 1,072.2

During the three months ended September 30, 2023 and 2022, we recorded \$3.5 and \$6.4, respectively, of software development impairment charges (a component of Cost of revenue). The impairment charges recorded during the three months ended September 30, 2023 and 2022 related to unamortized capitalized costs for the development of titles, which were anticipated to exceed the net realizable value of the asset at the time they were impaired.

During the six months ended September 30, 2023 and 2022, we recorded \$21.7 and \$23.3, respectively, of software development impairment charges (a component of Cost of revenue). The impairment charges recorded during the six months ended September 30, 2023 related to unamortized capitalized costs for the development of titles, which were anticipated to exceed the net realizable value of the asset at the time they were impaired. The impairment charges recorded during the six months ended September 30, 2022 related to (i) a decision not to proceed with further development of certain interactive entertainment software and (ii) recognizing unamortized capitalized costs for the development of a title, which were anticipated to exceed the net realizable value of the asset at the time they were impaired.

8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of the following:

	September 30, 2023	March 31, 2023
Software development royalties	\$ 651.3	\$ 510.7
Compensation and benefits	190.3	177.5
Licenses	113.0	63.0
Marketing and promotions	94.1	132.7
Tax payable	71.9	33.0
Refund liability	53.8	52.4
Deferred acquisition payments	30.2	82.7
Interest payable	29.3	29.6
Sales tax liability	21.7	14.0
Other	60.6	130.1
Accrued expenses and other current liabilities	\$ 1,316.2	\$ 1,225.7

9. DEBT

The components of Long-term debt, net on our Condensed Consolidated Balance Sheet were as follows:

	Annual Interest Rate	Maturity Date	September 30, 2023	Fair Value (Level 2)
2025 Notes	3.55%	April 14, 2025	\$ 600.0	\$ 579.1
2026 Notes	5.00%	March 28, 2026	500.0	491.1
2027 Notes	3.70%	April 14, 2027	600.0	562.6
2028 Notes	4.95%	March 28, 2028	500.0	484.1
2032 Notes	4.00%	April 14, 2032	500.0	437.0
2026 Convertible Notes	0.00%	December 15, 2026	24.2	24.2
Total			\$ 2,724.2	\$ 2,578.1
Unamortized discount and issuance costs			(17.1)	
Long-term debt, net			\$ 2,707.1	

	Annual Interest Rate	Maturity Date	March 31, 2023	Fair Value (Level 2)
2025 Notes	3.55%	April 14, 2025	\$ 600.0	\$ 583.8
2027 Notes	3.70%	April 14, 2027	600.0	580.9
2032 Notes	4.00%	April 14, 2032	500.0	460.6
2024 Convertible Notes	0.25%	June 1, 2024	20.8	20.8
2026 Convertible Notes	0.00%	December 15, 2026	23.3	23.3
Total			\$ 1,744.1	\$ 1,669.4
Unamortized discount and issuance costs			(11.1)	
Long-term debt, net			\$ 1,733.0	

The components of Short-term debt, net on our Condensed Consolidated Balance Sheet were as follows:

	Annual Interest Rate	Maturity Date	September 30, 2023	Fair Value (Level 2)
2024 Notes	3.30%	March 28, 2024	\$ 350.0	\$ 345.4
2024 Convertible Notes	0.25%	June 1, 2024	23.1	23.1
Total			\$ 373.1	\$ 368.5
Unamortized discount and issuance costs			—	
Short-term debt, net			\$ 373.1	

	Annual Interest Rate	Maturity Date	March 31, 2023	Fair Value (Level 2)
2024 Notes	3.30%	March 28, 2024	\$ 1,000.0	\$ 978.2
Term Loan	3.60%	June 21, 2023	350.0	350.0
Total			\$ 1,350.0	\$ 1,328.2
Unamortized discount and issuance costs			(3.2)	
Short-term debt, net			\$ 1,346.8	

Interest expense as it relates to our debt is recorded within Interest and other, net in our Condensed Consolidated Statements of Operations for the three and six months ended September 30, 2023, and 2022, respectively, and was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
2024 Notes	\$ 2.9	\$ 8.3	\$ 9.4	\$ 15.0
2025 Notes	5.4	5.3	10.7	9.8
2026 Notes	6.3	—	11.6	—
2027 Notes	5.5	5.6	11.1	10.2
2028 Notes	6.2	—	11.5	—
2032 Notes	5.0	5.0	10.0	9.2
Term Loan	—	3.2	1.5	3.5
2022 Credit Agreement	—	1.5	—	1.7
Total	\$ 31.3	\$ 28.9	\$ 65.8	\$ 49.4

The following table outlines the aggregate amount of maturities of our borrowings, as of September 30, 2023:

Fiscal Year Ending March 31,	Maturities
2024 (remaining)	\$ 350.0
2025	21.4
2026	1,100.0
2027	29.4
2028	1,100.0
Thereafter	500.0
Total	3,100.8
Fair value adjustments	(3.5)
Total face value	\$ 3,097.3

Senior Notes

On April 14, 2023, we completed our offering and sale of \$1,000.0 aggregate principal amount of our senior notes, consisting of \$500.0 principal amount of our 5.000% Senior Notes due 2026 (the "2026 Notes") and \$500.0 principal amount of our 4.950% Senior Notes due 2028 ("the 2028 Notes").

On April 14, 2022, we completed our offering and sale of 2,700.0 aggregate principal amount of our senior notes, consisting of \$1,000.0 principal amount of our 3.300% Senior Notes due 2024 (the "2024 Notes"), \$600.0 principal amount of our 3.550% Senior Notes due 2025 (the "2025 Notes"), \$600.0 principal amount of our 3.700% Senior Notes due 2027 (the "2027 Notes"), and \$500.0 principal amount of our 4.000% Senior Notes due 2032 (the "2032 Notes" and together with the 2024 Notes, 2025 Notes, 2026 Notes, 2027 Notes, and 2028 Notes, the "Senior Notes").

The Senior Notes were issued under an indenture, dated as of April 14, 2022 (the "Base Indenture"), between the Company and The Bank of New York Mellon, as trustee (the "Trustee") and (i) a first supplemental indenture, with respect to the 2024 Notes, (ii) a second supplemental indenture, with respect to the 2025 Notes, (iii) a third supplemental indenture, with respect to the 2027 Notes, (iv) a fourth supplemental indenture, with respect to the 2032 Notes, (v) a fifth supplemental indenture, with respect to the 2026 Notes, and (vi) a sixth supplemental indenture, with respect to the 2028 Notes (collectively, the "Supplemental Indentures" and together with the Base Indenture, the "Indenture"), between the Company and the Trustee.

The Senior Notes are the Company's senior unsecured obligations and rank equally with all of our other existing and future unsubordinated obligations. We will pay interest on the 2024 Notes, 2026 Notes, and 2028 Notes semi-annually on March 28 and September 28 of each year, commencing September 28, 2022 for the 2024 Notes and September 28, 2023 for the 2026 Notes and 2028 Notes. We will pay interest on each of the 2025 Notes, 2027 Notes, and 2032 Notes semi-annually on April 14 and October 14 of each year, commencing October 14, 2022. During the six months ended September 30, 2023, we made interest payments of \$64.2. The proceeds from the issuances of the Senior Notes were used to finance a portion of our acquisition of Zynga and repay certain of our debt.

The Senior Notes are not entitled to any sinking fund payments. We may redeem each series of the Senior Notes at any time in whole or from time to time in part at the applicable redemption prices set forth in each Supplemental Indenture. Upon the occurrence of a Change of Control Repurchase Event (as defined in each of the Supplemental Indentures) with respect to a series of the Senior Notes, each holder of the Senior Notes of such series will have the right to require the Company to purchase that holder's Notes of such series at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest to, but excluding, the date of repurchase, unless the Company has exercised its option to redeem all the Senior Notes.

In the case of an event of default arising from certain events of bankruptcy or insolvency with respect to the Company, all outstanding Senior Notes will become due and payable immediately. If any other event of default specified in the Indenture occurs and is continuing with respect to any series of the Senior Notes, the Trustee or the holders of at least 25% in aggregate principal amount of that series of the outstanding Notes may declare the principal of such series of Senior Notes immediately due and payable.

The Indenture contains certain limitations on the ability of the Company and its subsidiaries to grant liens without equally securing the Senior Notes, or to enter into certain sale and lease-back transactions. These covenants are subject to a number of important exceptions and limitations, as further provided in the Indenture.

Debt issuance costs of \$26.6 and original issuance discount of \$1.9 were incurred in connection with the Senior Notes. These debt issuance costs and original issuance discount are included as a reduction of the debt within Long-term debt, net on our Condensed Consolidated Balance Sheet and will be amortized into Interest and other, net in our Consolidated Statements of Operations over the contractual term of the Senior Notes. During the three months ended September 30, 2023, and 2022, we recognized \$1.8 and \$1.4, respectively, of amortization of debt issuance costs and \$0.1 and \$0.1, respectively, of amortization of the original issuance discount. During the six months ended September 30, 2023, and 2022, we recognized \$3.6 and \$2.6, respectively, of amortization of debt issuance costs and \$0.3 and \$0.2, respectively, of amortization of the original issuance discount.

On June 5, 2023, pursuant to a tender offer, we purchased and retired \$650.0 in aggregate principal amount of our 2024 Notes, resulting in a remaining principal amount of \$350.0 recorded within Short-term debt, net on our Condensed Consolidated Balance Sheet. During the three and six months ended September 30, 2023, we recognized a debt extinguishment gain of approximately \$0.7 and \$7.7, respectively, net of unamortized debt discount and debt issuance costs recorded within Interest and other, net in our Condensed Consolidated Statement of Operations. The purchase of a portion of our 2024 Notes was funded with proceeds received from the 2026 Notes and 2028 Notes.

Credit Agreement

On May 23, 2022, we entered into a new unsecured Credit Agreement (the "2022 Credit Agreement"), which replaced in its entirety the Company's prior Credit Agreement, dated as of February 8, 2019, which was paid off in full and terminated. The 2022 Credit Agreement provides for an unsecured five-year revolving credit facility with commitments of \$500.0, including sublimits for (i) the issuance of letters of credit in an aggregate face amount of up to \$100.0 and (ii) borrowings and letters of credit denominated in Pounds Sterling, Euros, and Canadian Dollars in an aggregate principal amount of up to \$100.0. In addition, the 2022 Credit Agreement contains uncommitted incremental capacity permitting the incurrence of up to an additional amount not to exceed the greater of \$250.0 and 35.0% of the Company's Consolidated Adjusted EBITDA (as defined in the 2022 Credit Agreement).

Loans under the 2022 Credit Agreement will bear interest at a rate of (a) 0.000% to 0.625% above an alternate base rate (8.50% at September 30, 2023) or (b) 1.000% to 1.625% above Secured Overnight Financing Rate ("SOFR"), approximately 5.32% at September 30, 2023, which rates are determined by the Company's credit rating.

The 2022 Credit Agreement also includes, among other terms and conditions, a maximum leverage ratio covenant, as well as customary affirmative and negative covenants, including covenants that limit or restrict the Company and its subsidiaries' ability to, among other things, incur subsidiary indebtedness, grant liens, and dispose of all or substantially all assets, in each case subject to certain exceptions and baskets. In addition, the 2022 Credit Agreement provides for events of default customary for a credit facility of this size and type, including, among others, non-payment of principal and interest when

due thereunder, breaches of representations and warranties, noncompliance with covenants, acts of insolvency, cross-defaults to material indebtedness, and material judgment defaults (subject to certain limitations and cure periods).

Upon execution of the 2022 Credit Agreement, we incurred \$3.5 of debt issuance costs that were capitalized within Other assets on our Condensed Consolidated Balance Sheet and will be amortized on a straight-line basis over the five-year term of the 2022 Credit Agreement, with the expense recorded within Interest and other, net in our Condensed Consolidated Statements of Operations. During the three months ended September 30, 2023, and 2022, we amortized \$0.1 and \$0.2, respectively, and during the six months ended September 30, 2023 and 2022 we amortized \$0.3 and \$0.3, respectively, of these debt issuance costs.

As of September 30, 2023, there were no borrowings under the 2022 Credit Agreement, and we had approximately \$499.5 available for additional borrowings.

Information related to availability on our 2022 Credit Agreement for each period was as follows:

	September 30, 2023	March 31, 2023
Available borrowings	\$ 499.5	\$ 499.5
Outstanding letters of credit	2.8	2.8

Term Loan

On June 22, 2022, we entered into an unsecured 364-Day Term Loan Credit Agreement ("Term Loan"). The Term Loan provided for an unsecured 364-day term loan credit facility in the aggregate principal amount of \$350.0, maturing on June 21, 2023. We fully drew down on the Term Loan on June 22, 2022 at approximately 3.60%. The proceeds were used to finance a portion of the repurchase of the Convertible Notes (see below). A portion of the proceeds from the April 14, 2023 issuance of the 2026 Notes and 2028 Notes were used to fully repay the Term Loan on April 27, 2023.

Convertible Notes

In conjunction with the acquisition of Zynga on May 23, 2022 (refer to [Note 13 - Acquisitions](#)), we entered into (a) the First Supplemental Indenture (the "2024 Supplemental Indenture") to the Indenture, dated as of June 14, 2019 (the "2024 Indenture"), between Zynga and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association) (the "Convertible Notes Trustee"), relating to Zynga's 0.25% Convertible Senior Notes due 2024 (the "2024 Convertible Notes"), and (b) the First Supplemental Indenture (the "2026 Supplemental Indenture" and, together with the 2024 Supplemental Indenture, the "Supplemental Indentures") to the Indenture, dated as of December 17, 2020 (the "2026 Indenture" and, together with the 2024 Indenture, the "Indentures"), between Zynga and the Convertible Notes Trustee, relating to Zynga's 0.00% Convertible Senior Notes due 2026 (the "2026 Convertible Notes" and, together with the 2024 Convertible Notes, the "Convertible Notes"). As of the closing date of the acquisition, approximately \$690.0 aggregate principal amount of the 2024 Convertible Notes was outstanding and approximately \$874.5 aggregate principal amount of the 2026 Convertible Notes was outstanding.

Following the acquisition and according to the Supplemental Indentures, we assumed all of Zynga's rights and obligations under the Indentures, and the Company guaranteed the payment and other obligations of Zynga under the Convertible Notes. As a result of our acquisition of Zynga, the right to convert each one thousand dollar principal amount of such Convertible Notes into shares of Zynga common stock was changed into a right to convert such principal amount of such Convertible Notes into the number of units of Reference Property equal to the conversion rate in effect immediately prior to the closing, in each case pursuant to the terms and procedures set forth in the applicable Indenture. A unit of Reference Property is defined in each Indenture as 0.0406 shares of Take-Two common stock and \$3.50 in cash, without interest, plus cash in lieu of any fractional shares of Take-Two common stock.

The 2024 Convertible Notes and 2026 Convertible Notes mature on June 1, 2024, and December 15, 2026, respectively, unless earlier converted, redeemed, or repurchased in accordance with their terms, respectively, prior to the maturity date. Interest is payable semiannually on the 2024 Convertible Notes in arrears on March 1 and September 1 of each year. The 2026 Convertible Notes do not bear regular interest, and the principal amount does not accrete.

The acquisition of Zynga constituted a Fundamental Change, a Make-Whole Fundamental Change, and a Share Exchange Event (each as defined in the Indentures) under the Indentures. The effective date of the Fundamental Change, Make-Whole Fundamental Change and Share Exchange Event in respect of the Convertible Notes was May 23, 2022, and the related tender and conversion periods expired on June 22, 2022. As a result, each holder of Convertible Notes had the right to tender its Convertible Notes to the Company for cash or surrender its Convertible Notes for conversion into the Reference Property at the applicable conversion rate, in each case pursuant to the terms and procedures set forth in the applicable Indenture.

As of the expiration of the Fundamental Change, Make-Whole Fundamental Change, and Share Exchange Event, (a) \$0.3 aggregate principal amount of the 2024 Convertible Notes and (b) \$845.1 aggregate principal amount of the 2026 Convertible Notes were tendered for cash. In addition, (a) \$668.3 aggregate principal amount of the 2024 Convertible Notes, and (b) no 2026 Convertible Notes were surrendered for conversion into the applicable Reference Property. In total, we paid \$321.6 for the tendered or converted 2024 Convertible Notes, including interest, and \$845.1 for the tendered 2026 Convertible Notes in cash, and we issued 3.7 shares of our common stock upon the conversion of the 2024 Convertible Notes. After settlement of all Convertible Notes tendered or surrendered for conversion, \$21.4 aggregate principal amount of the 2024 Convertible Notes remained outstanding and \$29.4 aggregate principal amount of the 2026 Convertible Notes remained outstanding at September 30, 2023.

The 2024 Convertible Notes and 2026 Convertible Notes constitute senior unsecured indebtedness of Zynga, ranking pari passu with all of our other existing and future senior unsecured unsubordinated obligations of Zynga. As a result, the 2024 Convertible Notes and 2026 Convertible Notes are structurally senior to the indebtedness of the Company as to Zynga, its subsidiaries, and their respective assets. As noted above, the Company also guaranteed the payment and other obligations of Zynga under the Convertible Notes. The Company's guarantees of the 2024 Convertible Notes and 2026 Convertible Notes are the Company's senior unsecured obligations and rank equally with all of the Company's other existing and future senior unsecured unsubordinated obligations.

Under the terms of the applicable Indentures, prior to the close of business on the business day immediately preceding March 1, 2024 with respect to the 2024 Convertible Notes and September 15, 2026 with respect to the 2026 Convertible Notes, the Convertible Notes will be convertible only under the following circumstances:

- during any calendar quarter, if the value of a unit of Reference Property (based on the last reported sales price of our common stock), for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price of the applicable series of the 2024 Convertible Notes or 2026 Convertible Notes, respectively, on each applicable trading day;
- during the five business-day period after any five consecutive trading-day period in which the trading price per one thousand dollar principal amount of each applicable series of the 2024 Convertible Notes or 2026 Convertible Notes for such trading day was less than 98% of the product of the value of a unit of Reference Property (based on the last reported sale price of our common stock) and the conversion rate of the applicable series of the 2024 Convertible Notes or 2026 Convertible Notes, respectively, on each such trading day;
- if we call the 2024 Convertible Notes or 2026 Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the respective redemption date; or
- upon the occurrence of specified corporate events described in the respective Indentures.

Upon any conversion, holders will receive either cash or a combination of cash and shares of Take-Two common stock, at our election. As of September 30, 2023, the conditions allowing holders of the Convertible Notes to convert their respective series of the Convertible Notes have not been met, and, therefore, both the Convertible Notes are not yet convertible.

We have elected to account for these Convertible Notes, which are considered derivatives, using the fair value option (Level 2) under ASC 825, as the Convertible Notes were initially recognized at fair value under the acquisition method of accounting in connection with the Zynga Acquisition (refer to [Note 13 - Acquisitions](#)) and we do not expect significant fluctuations in fair value through maturity. We initially recorded \$778.6 as the acquisition date fair value for the 2024 Convertible Notes and \$874.5 for the 2026 Convertible Notes. The fair value was determined as the expected cash payment and value of shares to be issued to settle the Convertible Notes. As of September 30, 2023, we recorded \$23.1 as the fair value of the remaining outstanding 2024 Convertible Notes, within Short-term debt, net, and \$24.2 as the fair value of the remaining outstanding 2026 Convertible Notes, within Long-term debt, net, in our Condensed Consolidated Balance Sheet. During the three months ended September 30, 2023 and 2022, we recognized a loss of \$1.7 and a gain of \$1.5, respectively, and during the six months ended September 30, 2023 and 2022, we recognized a loss of \$3.2 and a loss of \$46.3, respectively, within (Loss) gain on fair value adjustments, net in our Condensed Consolidated Statements of Operations.

10. LOSS PER SHARE

The following table sets forth the computation of basic and diluted loss per share:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Computation of Basic and diluted loss per share:				
Net loss	\$ (543.6)	\$ (257.0)	\$ (749.6)	\$ (361.0)
Weighted average shares outstanding—basic	169.9	166.9	169.6	151.8
Basic and diluted loss per share	\$ (3.20)	\$ (1.54)	\$ (4.42)	\$ (2.38)

We incurred a net loss for the three and six months ended September 30, 2023 and 2022; therefore, the diluted weighted average shares outstanding excludes the effect of unvested common stock equivalents because their effect would be antidilutive. For the three months ended September 30, 2023, we had 2.0 potentially dilutive shares from share-based awards and 0.2 of shares from Convertible Notes that are excluded due to the net loss for the period. For the six months ended September 30, 2023, we had 1.9 potentially dilutive shares from share-based awards and 0.2 of shares from Convertible Notes that are excluded due to the net loss for the period.

During the six months ended September 30, 2023, 1.3 restricted stock awards vested, we granted 2.2 unvested restricted stock awards, and 0.3 unvested restricted stock awards were forfeited.

11. COMMITMENTS AND CONTINGENCIES

We have entered into various agreements in the ordinary course of business that require substantial cash commitments over the next several years. Other than agreements entered into in the ordinary course of business and in addition to the agreements requiring known cash commitments as reported in [Note 14](#) to the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended March 31, 2023, we did not have any significant changes to our commitments since March 31, 2023.

Legal and Other Proceedings

We are, or may become, subject to demands and claims (including intellectual property and employment related claims) and are involved in routine litigation in the ordinary course of business which we do not believe to be material to our business or financial condition or results of operations. We have appropriately accrued amounts related to certain of these claims and legal and other proceedings. While it is reasonably possible that a loss may be incurred in excess of the amounts accrued in our financial statements, we believe that such losses, unless otherwise disclosed, would not be material.

12. INCOME TAXES

The benefit from income taxes for the three months ended September 30, 2023 is based on our projected annual effective tax rate for fiscal year 2024, adjusted for specific items that are required to be recognized in the period in which they are incurred. The benefit from income taxes was \$33.4 for the three months ended September 30, 2023, as compared to the benefit from income taxes of \$44.1 for the prior year period.

When compared to the statutory rate of 21%, the effective tax rate of 5.8% for the three months ended September 30, 2023 was due primarily to tax expense of \$56.3 related to an increase in the U.S. valuation allowance, tax expense of \$33.5 related to the impairment of nondeductible goodwill, \$8.1 related to the revaluation of deferred taxes due to a change in the statutory tax rate in Turkey, offset by tax benefits of \$21.6 from tax credits and by the geographic mix of earnings.

The benefit from income taxes for the six months ended September 30, 2023 is based on our projected annual effective tax rate for fiscal year 2024, adjusted for specific items that are required to be recognized in the period in which they are incurred. The benefit from income taxes was \$56.3 for the six months ended September 30, 2023, as compared to the benefit from income taxes of \$46.4 for the prior year period.

When compared to the statutory rate of 21%, the effective tax rate of 7.0% for the six months ended September 30, 2023 was due primarily to tax expense of \$81.6 related to an increase in the U.S. valuation allowance, tax expense of \$33.5 related to the impairment of nondeductible goodwill, \$8.1 related to the revaluation of deferred taxes due to a change in the statutory tax rate in Turkey, offset by tax benefits of \$42.0 from tax credits and by the geographic mix of earnings.

The Inflation Reduction Act of 2022 (the “Inflation Reduction Act”) includes a new corporate alternative minimum tax (CAMT) of 15% on the adjusted financial statement income (AFSI) of corporations with an average AFSI exceeding \$1.0 billion over a consecutive three-year period. The CAMT is effective for taxable year ending March 31, 2024. It is possible that the CAMT could result in an additional tax liability over the regular federal corporate tax liability in a particular year based on

differences between book and taxable income. We estimate no tax liability relating to CAMT for the current fiscal year. We will continue to evaluate the potential impact the Inflation Reduction Act may have on our operations and Consolidated Financial Statements in future periods.

We are regularly examined by domestic and foreign taxing authorities. Examinations may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe our tax positions comply with applicable tax law, and that we have adequately provided for reasonably foreseeable tax assessments. It is possible that settlement of audits or the expiration of the statute of limitations may have an impact on our effective tax rate in future periods.

13. ACQUISITIONS

Zynga Acquisition

On May 23, 2022, we completed the Zynga Acquisition. Under the terms and conditions of the merger agreement, each Zynga stockholder received \$3.50 in cash and 0.0406 shares of our common stock and cash in lieu of fractional shares for each share of Zynga common stock outstanding at closing. Our consideration consisted of an aggregate of \$3,992.4 in cash, 46.3 shares of our common stock, and \$151.7 of replacement equity awards attributable to the pre-acquisition service period. In connection with the transaction, on April 14, 2022, we completed our offering and sale of \$2,700.0 aggregate principal amount of our Senior Notes (refer to [Note 9 - Debt](#)). The cash portion of the merger consideration was funded from our cash on hand, including the proceeds from our senior notes offering.

We acquired Zynga as part of our ongoing strategy to expand selectively our portfolio of owned intellectual property and to diversify and strengthen further our mobile offerings.

The acquisition-date fair value of the consideration totaled \$9,521.8, which consisted of the following:

	Fair value of purchase consideration	
Cash	\$	3,992.4
Common stock (46.3 shares)		5,377.7
Replacement equity awards		151.7
Total	\$	9,521.8

We used the acquisition method of accounting and recognized assets acquired and liabilities assumed at their fair value as of the date of acquisition, with the excess recorded to goodwill. The following table summarizes the acquisition date fair value of net tangible and intangible assets acquired, net of liabilities assumed from Zynga:

	Fair Value	Weighted average life
Cash acquired	\$ 864.9	N/A
Accounts receivable	271.2	N/A
Prepaid expenses and other	194.4	N/A
Fixed assets	54.3	N/A
Right-of-use assets	92.7	N/A
Other tangible assets	67.1	N/A
Accounts payable	(78.5)	N/A
Accrued expenses and other current liabilities	(352.8)	N/A
Deferred revenue	(333.1)	N/A
Lease liabilities	(15.7)	N/A
Long-term debt	(1,653.1)	N/A
Non-current lease liabilities	(131.6)	N/A
Deferred tax liabilities, net	(922.9)	N/A
Other liabilities assumed	(61.5)	N/A
Intangible Assets		
Developed game technology	4,440.0	7
Branding and trade names	384.0	12
Game engine technology	261.0	4
User base	316.0	1
Developer relationships	57.0	4
Advertising technology	43.0	3
Customer relationships	31.0	5
Goodwill	5,994.4	N/A
Total	<u>\$ 9,521.8</u>	

Popcore Acquisition

On November 16, 2022, we completed the acquisition of 100% of Popcore, a privately-held Germany-based free-to-play mobile game developer, for initial consideration of \$116.9 in cash, 0.6 shares of our common stock, and a contingent earn-out consideration arrangement that requires us to pay up to an aggregate of \$105.0 in cash if Popcore achieves certain performance measures over each of the three calendar years following the closing. The cash portion was funded from our cash on hand.

We acquired Popcore as part of our ongoing strategy to expand selectively our portfolio of owned intellectual property and to diversify and strengthen further our mobile offerings.

The acquisition-date fair value of the consideration totaled \$198.0, which consisted of the following:

	Fair value of purchase consideration
Cash	\$ 116.9
Common stock (0.6 shares)	57.8
Contingent earn-out	23.3
Total	<u>\$ 198.0</u>

The fair value of the contingent earn-out consideration arrangement at the acquisition date was \$23.3. We estimated the fair value of the contingent earn-out consideration using a Monte Carlo simulation model. This fair value measurement is based on significant inputs not observable in the market and thus represents a Level 3 measurement as defined in ASC 820. (Refer to [Note 4 - Fair Value Measurements](#)).

We used the acquisition method of accounting and recognized assets and liabilities at their fair value as of the date of acquisition, with the excess recorded to goodwill. The preliminary fair values of net tangible and intangible assets are management's estimates based on the information available at the acquisition date and may change over the measurement

period, which will end no later than one year from the acquisition date, as additional information is received. The following table summarizes the preliminary acquisition date fair value of net tangible and intangible assets acquired, net of liabilities assumed from Popcore:

	Fair Value	Weighted average useful life
Cash acquired	\$ 37.1	N/A
Other tangible assets	22.4	N/A
Other liabilities assumed	(81.2)	N/A
Intangible Assets		
Developed game technology	113.0	5
Game engine technology	27.7	7
Branding and trade names	3.4	4
Goodwill	75.6	N/A
Total	<u>\$ 198.0</u>	

Goodwill, which is not deductible for U.S. income tax purposes, is primarily attributable to the assembled workforce of the acquired business and expected synergies at the time of the acquisition.

14. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill

The change in our goodwill balance is as follows:

	Total
Balance at March 31, 2023	\$ 6,767.1
Additions from immaterial acquisitions	20.0
Impairment	(165.4)
Currency translation adjustment	(21.4)
Balance at September 30, 2023	<u>\$ 6,600.3</u>

During the three and six months ended September 30, 2023, we recognized a goodwill impairment charge of \$165.4 representing a partial impairment related to one of our reporting units. We identified various qualitative factors that, collectively, indicated that the fair value of one of our reporting units was more likely than not less than its carrying amount, including a reduction in the forecasted performance of the reporting unit due to industry conditions and changes in our strategies for games within the reporting unit in response to those conditions. As a result of this qualitative analysis, we performed a valuation of the reporting unit using discounted cash flow and guideline public company methodologies. Key assumptions and estimates used in deriving the fair value are forecasted revenue, EBITDA margins, long-term decay rate, and discount rate. There were no goodwill impairment charges for the three and six months ended September 30, 2022.

Intangibles

The following table sets forth the intangible assets that are subject to amortization:

	September 30, 2023			March 31, 2023			Weighted average useful life
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value	
Developed Game Technology	\$ 4,184.2	\$ (1,053.9)	\$ 3,130.3	\$ 4,434.5	\$ (744.0)	\$ 3,690.5	7 years
Branding and Trade Names	394.9	(50.7)	344.2	395.2	(33.1)	362.1	12 years
Game Engine Technology	321.1	(109.9)	211.2	323.2	(73.5)	249.7	4 years
User Base	319.2	(319.2)	—	319.2	(274.4)	44.8	0 years
Developer Relationships	57.0	(19.4)	37.6	57.0	(12.2)	44.8	5 years
Advertising Technology	43.0	(19.5)	23.5	43.0	(12.3)	30.7	3 years
Customer relationships	31.0	(8.4)	22.6	31.0	(5.3)	25.7	5 years
Analytics Technology	29.3	(29.3)	—	30.1	(30.1)	—	0 years
Intellectual Property	27.5	(21.3)	6.2	22.3	(18.2)	4.1	6 years
In Place Lease	1.9	(1.2)	0.7	1.9	(1.1)	0.8	4 years
Total intangible assets	\$ 5,409.1	\$ (1,632.8)	\$ 3,776.3	\$ 5,657.4	\$ (1,204.2)	\$ 4,453.2	

Amortization of intangible assets is included in our Condensed Consolidated Statements of Operations as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2023	2022	2023	2022
Cost of revenue	\$ 409.6	\$ 201.6	\$ 596.8	\$ 298.9
Selling and marketing	1.6	101.0	47.9	116.0
Research and development	7.2	9.2	14.3	10.3
Depreciation and amortization	8.9	8.9	17.8	13.0
Total amortization of intangible assets	\$ 427.3	\$ 320.7	\$ 676.8	\$ 438.2

During the three and six months ended September 30, 2023, we recorded impairment charges of \$219.7 for acquisition-related Developed Game Technology intangible assets within Cost of revenue as a result of a reduction in the forecasted performance of certain games due to industry conditions and changes in our strategies for certain games in response to those conditions. The fair value of those intangible assets was measured using the multi-period excess earnings method, consistent with the approach used at acquisition. Key assumptions and estimates used in deriving the fair value are forecasted revenue, EBITDA margins, long-term decay rate, and discount rate. There were no impairment charges for intangible assets for the three and six months ended September 30, 2022.

Estimated future amortization of intangible assets that will be recorded in Cost of revenue and operating expenses are as follows:

Fiscal Year Ended March 31,	Amortization
2024 (remaining)	\$ 388.3
2025	768.5
2026	750.4
2027	688.4
2028	633.2

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

The statements contained herein, which are not historical facts, including statements relating to Take-Two Interactive Software, Inc.'s ("Take-Two," the "Company," "we," "us," or similar pronouns) outlook, are considered forward-looking statements under federal securities laws and may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "potential," "predicts," "projects," "seeks," "should," "will," or words of similar meaning and include, but are not limited to, statements regarding the outlook for our future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Actual outcomes and results may vary materially from these forward-looking statements based on a variety of risks and uncertainties including risks relating to our combination with Zynga Inc. (the "Zynga Acquisition"); the risks of conducting business internationally, including as a result of unforeseen geopolitical events; the impact of changes in interest rates by the Federal Reserve and other central banks, including on our short-term investment portfolio; the impact of inflation; volatility in foreign currency exchange rates; our dependence on key management and product development personnel; our dependence on our NBA 2K and Grand Theft Auto products and our ability to develop other hit titles; our ability to leverage opportunities on PlayStation®5 and Xbox Series X|S; factors affecting our mobile business, such as player acquisition costs; the timely release and significant market acceptance of our games; the ability to maintain acceptable pricing levels on our games; and other risks included herein; as well as, but not limited to, the risks and uncertainties discussed under the heading "[Risk Factors](#)" included in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2023; and our other periodic filings with the Securities and Exchange Commission. All forward-looking statements are qualified by these cautionary statements and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided in addition to the accompanying Condensed Consolidated Financial Statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. The following discussion should be read in conjunction with the MD&A and our annual Consolidated Financial Statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2023. All figures are in millions, except per share amounts or as otherwise noted.

Overview

Impairments

During the three and six months ended September 30, 2023, we recognized a Goodwill impairment charge of \$165.4 representing a partial impairment related to one of our reporting units and impairment charges of \$219.7 for acquisition-related Developed Game Technology intangible assets within Cost of revenue as a result of a reduction in the forecasted performance of certain games due to industry conditions and changes in our strategies in response to those conditions. Key assumptions and estimates used in deriving the fair value are forecasted revenue, EBITDA margins, long-term decay rate, and discount rate (refer to [Note 14 - Goodwill and Intangible Assets, Net](#)). Future changes in those key assumptions and estimates could result in additional impairments.

Debt Transactions

On April 14, 2023, we completed our offering and sale of \$1,000.0 aggregate principal amount of our senior notes, consisting of \$500.0 principal amount of our 5.000% Senior Notes due 2026 (the "2026 Notes") and \$500.0 principal amount of our 4.950% Senior Notes due 2028 (the "2028 Notes").

On April 14, 2022, we completed our offering and sale of \$2,700.0 aggregate principal amount of our senior notes, consisting of \$1,000.0 principal amount of our 3.300% Senior Notes due 2024 (the "2024 Notes"), \$600.0 principal amount of our 3.550% Senior Notes due 2025 (the "2025 Notes"), \$600.0 principal amount of our 3.700% Senior Notes due 2027 (the "2027 Notes"), and \$500.0 principal amount of our 4.000% Senior Notes due 2032 (the "2032 Notes" and, together with the 2024 Notes, 2025 Notes, 2026 Notes, 2027 Notes, and 2028 Notes, the "Senior Notes").

The Senior Notes are the Company's senior unsecured obligations and rank equally with all of our other existing and future unsubordinated obligations. We will pay interest on the 2024 Notes, 2026 Notes, and 2028 Notes semi-annually on March 28 and September 28 of each year, commencing September 28, 2022 for the 2024 Notes and September 28, 2023 for the 2026 Notes and 2028 Notes. We will pay interest on each of the 2025 Notes, 2027 Notes, and 2032 Notes semi-annually on April 14 and October 14 of each year, commencing October 14, 2022. The proceeds from the issuances of the Senior Notes were used to finance a portion of our acquisition of Zynga and repay certain of our debt.

On June 5, 2023, pursuant to a tender offer, we purchased and retired \$650.0 in aggregate principal amount of our 2024 Notes, resulting in a remaining principal amount of \$350.0 recorded within Short-term debt, net on our Condensed Consolidated Balance Sheet. During the three and six months ended September 30, 2023, we recognized a debt extinguishment gain of approximately \$0.7 and \$7.7, respectively, net of unamortized debt discount and debt issuance costs recorded within Interest and other, net in our Condensed Consolidated Statement of Operations. The purchase of a portion of our 2024 Notes was funded with proceeds received from the 2026 Notes and 2028 Notes.

On June 22, 2022, we entered into an unsecured 364-Day Term Loan Credit Agreement ("Term Loan"). We fully drew down on the Term Loan on June 22, 2022 at approximately 3.60%. The proceeds were used to finance a portion of the repurchase of the Convertible Notes (refer to [Note 9 - Debt](#)). A portion of the proceeds from the 2026 Notes and 2028 Notes were used to fully repay the Term Loan on April 27, 2023.

Our Business

We are a leading developer, publisher, and marketer of interactive entertainment for consumers around the globe. We develop, operate, and publish products principally through Rockstar Games, 2K, Private Division, and Zynga. Our products are currently designed for console gaming systems, PC, and mobile, including smartphones and tablets. We deliver our products through physical retail, digital download, online platforms, and cloud streaming services.

Our strategy is to be the most creative, innovative, and efficient company in the evolving interactive entertainment industry. With our diverse portfolio that spans all key platforms and numerous genres, we strive to create the highest quality, most engaging interactive entertainment franchises and captivate our global audience. Most of our intellectual property is internally owned and developed, which we believe best positions us financially and competitively. We have established a portfolio of proprietary software content for the major hardware and mobile platforms in a wide range of genres, including action, adventure, family/casual, hyper-casual, role-playing, shooter, social casino, sports, and strategy, which we distribute worldwide. We believe that our commitment to creativity and innovation is a distinguishing strength, enabling us to differentiate our products in the marketplace by combining advanced technologies and features with compelling storylines and characters that provide unique gameplay experiences for consumers. We have created, acquired, or licensed a group of highly recognizable brands to match the broad consumer demographics that we serve, ranging from adults to children and game enthusiasts to casual gamers. Another cornerstone of our strategy is to support the success of our products in the marketplace through innovative marketing programs and global distribution on platforms and through channels that are relevant to our target audience.

We derive substantially all of our revenue from the sale of our interactive entertainment content, which includes the sale of internally developed software titles and software titles developed by third parties, the sale of in-game virtual items and advertising, and live services on console, PC, and mobile. Operating margins are dependent in part upon our ability to release new, commercially successful software products and to manage effectively their development and marketing costs. We have internal development studios located in Australia, Canada, China, Czech Republic, Finland, Germany, Hungary, India, Serbia, South Korea, Spain, Turkey, the United Kingdom (U.K.), and the United States (U.S.).

Rockstar Games. Rockstar Games' strategy is to develop a limited number of titles that are known for their quality and longevity in the market for which they can create sequels and incremental revenue opportunities through virtual currency, add-on content, and in-game purchases. Software titles published by our Rockstar Games label are primarily internally developed. We expect Rockstar Games, our wholly-owned publisher of the *Grand Theft Auto*, *LA Noire*, *Max Payne*, *Midnight Club*, *Red Dead Redemption*, and other popular franchises, to continue to be a leader in the action/adventure product category and to create groundbreaking entertainment. We believe that Rockstar Games has established a uniquely original, popular, cultural phenomenon with its *Grand Theft Auto* series, which is the interactive entertainment industry's most iconic and critically acclaimed brand and has sold-in over 410 units worldwide. Our most recent installment, *Grand Theft Auto V*, which was released in 2013, has sold-in over 185 units worldwide and includes access to *Grand Theft Auto Online*. *Red Dead Redemption 2*, which has been a critical and commercial success that set numerous entertainment industry records, has sold-in more than 55 units worldwide to date. Rockstar Games confirmed that active development for the next entry in the *Grand Theft Auto* franchise is well underway with more details to be shared over time. Rockstar Games continues to expand on its established series by developing sequels, offering downloadable episodes, and providing additional content. Rockstar Games' titles are published across all key platforms, including mobile.

2K. Our 2K label has published a variety of popular entertainment properties across all key platforms and across a range of genres including shooter, action, role-playing, strategy, sports, and family/casual entertainment. In recent years, 2K has expanded its offerings to include several new franchises that are expected to enhance and diversify its slate of games and provide opportunities for sequels and post-launch monetization. We expect 2K to continue to develop new, successful franchises in the future. 2K's internally owned and developed franchises include the critically acclaimed, multi-million unit selling *BioShock*, *Mafia*, *Sid Meier's Civilization*, and *XCOM* franchises. 2K also publishes externally developed franchises

such as *Borderlands* and *Tiny Tina's Wonderlands*. 2K's realistic sports simulation titles include our flagship *NBA 2K* series, which continues to be the top-ranked NBA basketball video game, the *WWE 2K* professional wrestling series, and *PGA TOUR 2K*. 2K also publishes mobile titles, including *WWE SuperCard*. We have expanded our relationship with the NBA through the *NBA 2K League*, a competitive eSports league jointly owned by us and the NBA.

Private Division. Our Private Division label is dedicated to bringing titles from the industry's leading creative talent to market and is the publisher, developer, and owner of *Kerbal Space Program* and *OlliOlli World*. Private Division actively establishes relationships with new studios and has announced upcoming projects with a number of independent studios. *Kerbal Space Program 2* was released for early access in fiscal year 2023. Private Division also previously released *The Outer Worlds* and *Ancestors: The Humankind Odyssey*.

Zynga. Our Zynga label publishes popular free-to-play mobile games that deliver high quality, deeply engaging entertainment experiences and generates revenue from in-game sales and in-game advertising. Zynga's strategy is to have numerous games in concept development and to determine which titles are best suited for soft launch and worldwide launch based on the achievement of various milestones and KPI thresholds. Zynga's diverse portfolio of popular game franchises has been downloaded more than six billion times, including *CSR Racing*, *Dragon City*, *Empires & Puzzles*, *FarmVille*, *Golf Rival*, *Harry Potter: Puzzles & Spells*, *Merge Dragons*, *Merge Magic*, *Monster Legends*, *Toon Blast*, *Top Eleven*, *Toy Blast*, *Two Dots*, *Words With Friends*, *Zynga Poker*, and a high volume of hyper-casual mobile titles, including *Fill the Fridge!*, *Parking Jam 3D*, *Pull the Pin*, *Twisted Tangle*, and *Tangled Snakes*. Zynga is also an industry-leading next-generation platform with the ability to acquire new users, cross-promote games, apply live services content updates, and optimize programmatic advertising and yields at scale through Chartboost, its leading mobile advertising and monetization platform.

International Business. The global market for interactive entertainment continues to grow, and we seek to increase our presence internationally, particularly in Asia, the Middle East, and Latin America. We are continuing to execute on our growth initiatives in Asia, where our strategy is to build on our licensing relationships and also broaden the distribution of our existing products and expand our online gaming presence, especially in China and South Korea. 2K has secured a multi-year license from the NBA to develop an online version of our NBA simulation game in China, Taiwan, Hong Kong, and Macau. Our first such title, *NBA 2K Online*, a free-to-play NBA simulation game based on the console edition of *NBA 2K*, which was co-developed by 2K and Tencent, is the top online PC sports game in China with over 60 registered users. We have released two iterations of *NBA 2K Online* and continue to enhance the title with new features. We are also a direct publisher in Japan and South Korea. While we retain title to all intellectual property, in some regions, local publishers, under license agreements, are responsible for localization of software content, distribution, and marketing of the products in their respective local markets.

Trends and Factors Affecting our Business

Product Release Schedule. Our financial results are affected by the timing of our product releases and the commercial success of those titles. Generally, a significant portion of our revenue has been derived from a few popular franchises, particularly around new releases within those franchises. Some of these franchises have annual or bi-annual releases. Our *Grand Theft Auto* products in particular have historically accounted for a significant portion of our revenue. Sales of *Grand Theft Auto* products generated 14.4% of our net revenue for the six months ended September 30, 2023. The timing of our *Grand Theft Auto* product releases may affect our financial performance on a quarterly and annual basis.

Economic Environment and Retailer Performance. We continue to monitor various macroeconomic and geopolitical factors that may affect our business in several areas, including consumer demand, pricing pressure on our products, credit quality of our receivables, and foreign currency exchange rates. For example, in response to the conflict in Ukraine, we suspended sales of our products in Russia and Belarus, which had a negative impact on our financial results. Actions taken to date and other potential actions could result in additional negative impact in future periods.

The economic environment has affected our customers in the past and may do so in the future. Bankruptcies or consolidations of our large retail customers could seriously hurt our business, due to uncollectible accounts receivable and the concentration of purchasing power among the remaining large retailers. There has been increased consolidation in our industry, as larger, better capitalized competitors will be in a stronger position to withstand prolonged periods of economic downturn and sustain their business through the financial volatility.

Hardware Platforms. We derive a substantial portion of our revenue from the sale of products made for video game consoles manufactured by third parties. Such console revenue comprised 40.7% of our net revenue for the six months ended September 30, 2023. The success of our business is dependent upon the consumer acceptance of these platforms and the continued growth in the installed base of these platforms. We manage our product delivery on each current and future platform in a manner we believe to be most effective to maximize our revenue opportunities and achieve the desired return on our investments in product development. Accordingly, our strategy for these platforms is to focus our development efforts on a select number of the highest quality titles.

Online Content and Digital Distribution. The interactive entertainment software industry is delivering a growing amount of content through digital online delivery methods. We provide a variety of online delivered products and offerings. Virtually all of our titles that are available through retailers as packaged goods products are also available through direct digital download (from digital storefronts we own and others owned by third parties) as well as a large selection of our catalog titles. As disclosed in our "Results of Operations," below, net revenue from digital online channels comprised 96.0% of our net revenue for the six months ended September 30, 2023. We expect online delivery of games and game offerings to continue to be the primary part of our business over the long term.

We also publish an expanding variety of titles for mobile, which are delivered to consumers through digital download, and are primarily distributed, marketed, and promoted through third parties, primarily Apple's App Store and the Google Play Store. Virtual items for our mobile games are purchased through the payment processing systems of these platform providers. We generate a significant portion of our net revenue through the Apple and Google platforms and expect to continue to do so for the foreseeable future as we launch more games for mobile. Apple and Google generally have the discretion to set the amounts of their platform fees and change their platforms' terms of service and other policies with respect to us or other developers at their sole discretion, and those changes may be unfavorable to us. These platform fees are recorded as cost of revenue as incurred. Further, as a result of the platform fees associated with online game sales, our mobile net revenue generally generates a lower gross margin percentage than our Console or PC revenue. Accordingly, the overall product mix between mobile and other game sales may affect our gross margin percentage. We are also starting to expand our direct-to-consumer efforts more meaningfully across our mobile portfolio to enhance profitability.

In addition, we aim to drive ongoing engagement and incremental revenue from recurrent consumer spending on our titles through virtual currency, add-on content, in-game purchases, and in-game advertising, all of which are typically delivered digitally.

Player acquisition costs. Principally for our mobile titles, we use advertising and other forms of player acquisition and retention to grow and retain our player audience. These expenditures, which are recorded within Sales and marketing in our Consolidated Statements of Operations, generally relate to the promotion of new game launches and ongoing performance-based programs to drive new player acquisition and lapsed player reactivation. Over time, the effectiveness or cost of these acquisition and retention-related programs may change, affecting our operating results.

Content Release Highlights

During fiscal year 2024, 2K released *LEGO 2K Drive* and *NBA 2K24*, Zynga released *Top Troops* and *Power Slap*, and Private Division released *After Us*.

To date we have announced that, during the remainder of fiscal year 2024, 2K will release *WWE 2K24*, and Private Division will release *Penny's Big Breakaway*.

In addition, throughout the year, we expect to continue to deliver new content for our franchises. We will also continue to invest in opportunities that we believe will enhance and scale our business and have the potential to drive growth over the long term.

Critical Accounting Policies and Estimates

Our most critical accounting policies, which are those that require significant judgment, include revenue recognition; price protection and allowances for returns; capitalization and recognition of software development costs and licenses; fair value estimates including valuation of goodwill, and intangible assets; valuation and recognition of stock-based compensation; and income taxes. In-depth descriptions of our other critical accounting policies and estimates can be found in our [Annual Report on Form 10-K](#) for the fiscal year ended March 31, 2023.

Recently Adopted and Recently Issued Accounting Pronouncements

See [Note 1 - Basis of Presentation and Significant Accounting Policies](#) for further discussion.

Operating Metric

Net Bookings

We monitor Net Bookings as a key operating metric in evaluating the performance of our business. Net Bookings is defined as the net amount of products and services sold digitally or sold-in physically during the period and includes licensing fees, merchandise, in-game advertising, strategy guides, and publisher incentives. Net Bookings were as follows:

	Three Months Ended September 30,				Six Months Ended September 30,			
	2023	2022	Increase/ (decrease)	% Increase/ (decrease)	2023	2022	Increase/ (decrease)	% Increase/ (decrease)
Net Bookings	\$ 1,444.9	\$ 1,504.8	\$ (59.9)	(4.0) %	\$ 2,646.5	\$ 2,507.3	\$ 139.2	5.6 %

For the three months ended September 30, 2023, Net Bookings decreased by \$59.9 as compared to the prior year period. The decrease was primarily due to a decrease in Net Bookings from our *NBA 2K* franchise; *Tiny Tina's Wonderlands*, which released in March 2022; *The Quarry*, which released in June 2022; *Toon Blast*, *Empires & Puzzles*, *Golf Rival*, *Harry Potter: Puzzles & Spells*, *Words with Friends*, and our *Farmville* franchise. These decreases were partially offset by an increase in Net Bookings from our *Red Dead Redemption* franchise, including our August 2023 release of *Red Dead Redemption and Undead Nightmare*, and from our hyper-casual mobile portfolio, which benefited from our November 2022 acquisition of Popcore (refer to [Note 13 - Acquisitions](#)).

For the six months ended September 30, 2023, Net Bookings increased by \$139.2 as compared to the prior year period. The increase was primarily due to an increase in Net Bookings of \$289.4 from Zynga, which we acquired in May 2022 (refer to [Note 13 - Acquisitions](#)), including from our hyper-casual mobile portfolio, which benefited from our November 2022 acquisition of Popcore (refer to [Note 13 - Acquisitions](#)), and other top contributors *Empires & Puzzles*, *Toon Blast*, *Zynga Poker*, and *Merge Dragons!*, as well as an increase in Net Bookings from our *Red Dead Redemption* franchise and *LEGO 2K Drive*. These increases were partially offset by a decrease in Net Bookings from *Tiny Tina's Wonderlands*, our *NBA 2K* franchise, and *The Quarry*.

Results of Operations

The following tables set forth, for the periods indicated, our Condensed Consolidated Statements of Operations, net revenue by platform, net revenue by distribution channel, and net revenue by content type:

(millions of dollars)	Three Months Ended September 30,				Six Months Ended September 30,			
	2023		2022		2023		2022	
Net revenue	\$ 1,299.2	100.0 %	\$ 1,393.5	100.0 %	\$ 2,583.9	100.0 %	\$ 2,495.9	100.0 %
Cost of revenue	883.8	68.0 %	713.9	51.2 %	1,489.3	57.7 %	1,149.7	46.1 %
Gross profit	415.4	32.0 %	679.6	48.8 %	1,094.6	42.3 %	1,346.2	53.9 %
Selling and marketing	334.6	25.8 %	444.4	31.9 %	735.5	28.5 %	716.4	28.7 %
Research and development	234.3	18.0 %	243.2	17.5 %	478.3	18.5 %	417.0	16.7 %
General and administrative	179.5	13.8 %	214.6	15.4 %	377.7	14.6 %	451.7	18.1 %
Depreciation and amortization	45.3	3.5 %	29.9	2.1 %	85.7	3.3 %	51.0	2.0 %
Goodwill impairment	165.4	12.7 %	—	— %	165.4	6.4 %	—	— %
Total operating expenses	959.1	73.8 %	932.1	66.9 %	1,842.6	71.3 %	1,636.1	65.6 %
Loss from operations	(543.7)	(41.8)%	(252.5)	(18.1)%	(748.0)	(29.0)%	(289.9)	(11.6)%
Interest and other, net	(31.1)	(2.4)%	(50.5)	(3.6)%	(56.5)	(2.2)%	(79.8)	(3.2)%
(Loss) gain on fair value adjustments, net	(2.2)	(0.2)%	1.9	0.1 %	(1.4)	(0.1)%	(37.7)	(1.5)%
Loss before income taxes	(577.0)	(44.4)%	(301.1)	(21.6)%	(805.9)	(31.3)%	(407.4)	(16.3)%
Benefit from income taxes	33.4	2.6 %	44.1	3.2 %	56.3	2.2 %	46.4	1.9 %
Net loss	\$ (543.6)	(41.8)%	\$ (257.0)	(18.4)%	\$ (749.6)	(29.1)%	\$ (361.0)	(14.5)%

	Three Months Ended September 30,					Six Months Ended September 30,						
	2023		2022			2023		2022				
Net revenue by platform:												
Mobile	\$	646.2	49.7 %	\$	730.1	52.4 %	\$	1,326.2	51.3 %	\$	1,099.7	44.1 %
Console		546.7	42.1 %		551.9	39.6 %		1,051.0	40.7 %		1,159.1	46.4 %
PC and other		106.3	8.2 %		111.5	8.0 %		206.7	8.0 %		237.1	9.5 %
Net revenue by content:												
Recurrent consumer spending	\$	1,000.4	77.0 %	\$	1,101.8	79.1 %	\$	2,068.8	80.1 %	\$	1,927.4	77.2 %
Full game and other		298.8	23.0 %		291.7	20.9 %		515.1	19.9 %		568.5	22.8 %
Net revenue by distribution channel:												
Digital online	\$	1,239.7	95.4 %	\$	1,319.2	94.7 %	\$	2,479.7	96.0 %	\$	2,357.0	94.4 %
Physical retail and other		59.5	4.6 %		74.3	5.3 %		104.2	4.0 %		138.9	5.6 %

Three Months Ended September 30, 2023 Compared to September 30, 2022

(millions of dollars)	2023	%	2022	%	Increase/ (decrease)	% Increase/ (decrease)
Total net revenue	\$ 1,299.2	100.0 %	\$ 1,393.5	100.0 %	\$ (94.3)	(6.8) %
Game intangibles	409.4	31.5 %	88.6	6.4 %	320.8	362.1 %
Product costs	175.7	13.5 %	204.5	14.7 %	(28.8)	(14.1) %
Internal royalties	112.8	8.7 %	124.3	8.9 %	(11.5)	(9.3) %
Licenses	102.8	7.9 %	95.2	6.8 %	7.6	8.0 %
Software development costs and royalties (1)	83.1	6.4 %	201.3	14.4 %	(118.2)	(58.7) %
Cost of revenue	883.8	68.0 %	713.9	51.2 %	169.9	23.8 %
Gross profit	\$ 415.4	32.0 %	\$ 679.6	48.8 %	\$ (264.2)	(38.9) %

(1) Includes \$7.5 and \$8.0 of stock-based compensation expense in 2023 and 2022, respectively, in software development costs and royalties.

For the three months ended September 30, 2023, net revenue decreased by \$94.3 as compared to the prior year period. The decrease was primarily due to a decrease in net revenue of \$18.4 from *Empires & Puzzles*, \$15.1 from *Tiny Tina's Wonderlands*, \$14.2 from our *NBA 2K* franchise, \$10.7 from *The Quarry*, \$10.0 from our hyper-casual mobile portfolio, \$8.2 from *Toon Blast*, \$6.3 from *Golf Rival*, \$5.5 from *Harry Potter: Puzzles & Spells*, \$5.2 from *Words With Friends*, and \$4.9 from our *Farmville* franchise. These decreases were partially offset by an increase in net revenue of \$14.0 from our *Red Dead Redemption* franchise, including our August 2023 release of *Red Dead Redemption and Undead Nightmare*.

Net revenue from mobile decreased by \$83.9 and accounted for 49.7% of our total net revenue for three months ended September 30, 2023, as compared to 52.4% for the prior year period. The decrease was primarily due to a decrease in net revenue from *Empires & Puzzles*, *Toon Blast*, *Golf Rival*, our hyper-casual mobile portfolio, *Harry Potter: Puzzles & Spells*, *Words With Friends*, our *Farmville* franchise, *Garden Tails*, our *WWE 2K* franchise, and *Toy Blast*. These decreases were partially offset by an increase in net revenue from *Top Eleven*. Net revenue from console games decreased by \$5.2 and accounted for 42.1% of our total net revenue for the three months ended September 30, 2023, as compared to 39.6% for the prior year period. The decrease in net revenue from console games was due to a decrease in net revenue from our *NBA 2K* franchise, *The Quarry*, and *Tiny Tina's Wonderlands*. These decreases were partially offset by an increase in net revenue from our *Red Dead Redemption*, *Grand Theft Auto*, and *PGA TOUR 2K* franchises and *LEGO 2K Drive*, which released in May 2023. Net revenue from PC and other decreased by \$5.2 and accounted for 8.2% of our total net revenue for the three months ended September 30, 2023, as compared to 8.0% for the prior year period. The decrease in net revenue from PC and other was primarily due to a decrease in net revenue from *Tiny Tina's Wonderlands*.

Recurrent consumer spending ("RCS") is generated from ongoing consumer engagement and includes revenue from virtual currency, add-on content, in-game purchases, and in-game advertising. Net revenue from RCS decreased by \$101.4 and accounted for 77.0% of net revenue for the three months ended September 30, 2023, as compared to 79.1% of net revenue for the prior year period. The decrease in net revenue from RCS was primarily due to a decrease in net revenue from our *Grand Theft Auto* franchise, *Empires & Puzzles*, *Toon Blast*, *Tiny Tina's Wonderlands*, *Golf Rival*, our hyper-casual mobile portfolio, *Harry Potter: Puzzles & Spells*, *Words With Friends*, and our *Farmville* franchise. Net revenue from full game and other increased by \$7.1 and accounted for 23.0% of net revenue for the three months ended September 30, 2023 as compared to 20.9% of net revenue for the prior year period. The increase in net revenue from full game and other was due primarily to an increase in net revenue from our *Grand Theft Auto* and *Red Dead Redemption* franchises. The increase was partially offset by a decrease in net revenue in *The Quarry*, our *NBA 2K* franchise, *Tiny Tina's Wonderlands*, and *Garden Tails*.

Net revenue from digital online channels decreased by \$79.5 and accounted for 95.4% of our total net revenue for the three months ended September 30, 2023, as compared to 94.7% for the prior year period. The decrease was primarily due to a decrease in digital net revenue from *Empires & Puzzles*, *Tiny Tina's Wonderlands*, *The Quarry*, *Toon Blast*, *Golf Rival*, our hyper-casual mobile portfolio, *Harry Potter: Puzzles & Spells*, *Words With Friends*, and our *Farmville* franchise. These decreases were partially offset by an increase in digital net revenue from our *Red Dead Redemption* and *Grand Theft Auto* franchises. Net revenue from physical retail and other channels decreased by \$14.8 and accounted for 4.6% of our total net revenue for the three months ended September 30, 2023, as compared to 5.3% for the same period in the prior year period. The decrease in net revenue from physical retail and other channels was due primarily to a decrease in net revenue from our *NBA 2K* franchise.

Gross profit as a percentage of net revenue for the three months ended September 30, 2023 was 32.0% as compared to 48.8% for the prior year period. The decrease in gross profit as a percentage of net revenue was primarily due to an impairment charge recognized for our acquisition-related Development Game Technology intangible assets (refer to [Note 14 - Goodwill and Intangible Assets, Net](#)).

Changes in foreign currency exchange rates increased net revenue by \$4.7 and decreased gross profit by \$0.7 for the three months ended September 30, 2023 as compared to the prior year period.

Operating Expenses									
dollars)	(millions of	2023	% of net revenue	2022	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)		
Selling and marketing	\$	334.6	25.8 %	\$ 444.4	31.9 %	\$ (109.8)	(24.7) %		
Research and development		234.3	18.0 %	243.2	17.5 %	(8.9)	(3.7) %		
General and administrative		179.5	13.8 %	214.6	15.4 %	(35.1)	(16.4) %		
Depreciation and amortization		45.3	3.5 %	29.9	2.1 %	15.4	51.5 %		
Goodwill impairment		165.4	12.7 %	—	— %	165.4	N/A		
Total operating expenses⁽¹⁾	\$	959.1	73.8 %	\$ 932.1	66.9 %	\$ 27.0	2.9 %		

⁽¹⁾ Includes stock-based compensation expense, which was allocated as follows:

	2023	2022
General and administrative	\$ 29.4	\$ 44.2
Research and development	28.9	38.2
Selling and marketing	24.6	17.5

Changes in foreign currency exchange rates increased total operating expenses by \$8.8 for the three months ended September 30, 2023, as compared to the prior year period.

Selling and marketing

Selling and marketing expenses decreased by \$109.8 for the three months ended September 30, 2023, as compared to the prior year period, due primarily to lower amortization related to intangible assets related to our Zynga acquisition, a decrease in our marketing expense for our hyper-casual mobile portfolio and our *Grand Theft Auto* franchise. These decreases were partially offset by an increase in personnel expense due to increased headcount.

Research and development

Research and development expenses decreased by \$8.9 for the three months ended September 30, 2023, as compared to the prior year period, primarily due to lower production and development expenses primarily due to additional capitalization of costs for development on titles having established technological feasibility compared to the prior year period partially offset by an increase in personnel expense due to increased headcount.

General and administrative

General and administrative expenses decreased by \$35.1 for the three months ended September 30, 2023, as compared to the prior year period, due primarily to a decrease in personnel expenses and professional fees related to our acquisition and integration of Zynga.

General and administrative expenses for the three months ended September 30, 2023 and 2022 included occupancy expense (primarily rent, utilities and office expenses) of \$16.8 and \$16.6, respectively, related to our development studios.

Depreciation and amortization

Depreciation and amortization expenses increased by \$15.4 for the three months ended September 30, 2023 as compared to the prior year period, due primarily to leasehold improvements for office buildouts.

Goodwill impairment

Goodwill impairment expenses increased by \$165.4 for the three months ended September 30, 2023, as compared to the prior year period, due to a partial impairment recognized related to one of our reporting units (refer to [Note 14 - Goodwill and Intangible Assets, Net](#)).

Interest and other, net

Interest and other, net was expense of \$31.1 for the three months ended September 30, 2023, as compared to \$50.5 for the prior year period. The net decrease in expense was due primarily to a decrease in foreign currency losses and an increase in interest income primarily due to increases in interest rates. These decreases were partially offset by an increase in interest expense related to our 2026 Notes and 2028 Notes, which were issued in April 2023 (refer to [Note 9 - Debt](#)).

(Loss) gain on fair value adjustments, net

(Loss) gain on fair value adjustments, net was a loss of \$2.2 for the three months ended September 30, 2023 as compared to a gain of \$1.9 for the prior year period. The change was due primarily to a loss for the increase in the fair value of our Convertibles Notes as compared to a net gain in the prior year period for changes in fair value based on the observable price changes of our long-term investment.

Benefit from income taxes

The benefit from income taxes for the three months ended September 30, 2023 is based on our projected annual effective tax rate for fiscal year 2024, adjusted for specific items that are required to be recognized in the period in which they are incurred. The benefit from income taxes was \$33.4 for the three months ended September 30, 2023, as compared to the benefit from income taxes of \$44.1 for the prior year period.

When compared to the statutory rate of 21%, the effective tax rate of 5.8% for the three months ended September 30, 2023 was due primarily to tax expense of \$56.3 related to an increase in the U.S. valuation allowance, tax expense of \$33.5 related to the impairment of nondeductible goodwill, \$8.1 related to the revaluation of deferred taxes due to a change in the statutory tax rate in Turkey, offset by tax benefits of \$21.6 from tax credits and by the geographic mix of earnings.

In the prior year period, when compared to the statutory rate of 21.0%, the effective tax rate of 14.6% for the three months ended September 30, 2022 was due primarily to tax benefits of \$8.5 from tax credits, tax benefits of \$3.4 from employee stock-based compensation, and tax expense of \$12.8 related to geographic mix of earnings.

The change in the effective tax rate, when compared to the prior year period's effective tax rate, is due primarily to increased tax expense from changes in the U.S. valuation allowance and the impairment of nondeductible goodwill, offset by increased benefits from tax credits and geographic mix of earnings.

The accounting for share-based compensation will increase or decrease our effective tax rate based upon the difference between our share-based compensation expense and the deductions taken on our tax return, which depends on the stock price at the time of the employee award vesting.

We anticipate that additional excess tax benefits or shortfalls from employee stock compensation, tax credits, and changes in our geographic mix of earnings could have a significant impact on our effective tax rate in the future. In addition, we are regularly examined by domestic and foreign taxing authorities. Examinations may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe our tax positions comply with applicable tax law, and that we have adequately provided for reasonably foreseeable tax assessments. It is possible that settlement of audits or the expiration of the statute of limitations could have an impact on our effective tax rate in future periods.

The American Rescue Plan Act of 2021 (the "ARPA"), among other things, includes provisions to expand the IRC Section 162(m) disallowance for deduction of certain compensation paid by publicly held corporations. Effective for tax years starting after December 31, 2026 (April 1, 2027 for the Company), the ARPA expands the limitation to cover the next five most highly compensated employees. The ARPA did not have a material impact on our Condensed Consolidated Financial Statements for the three months ended September 30, 2023. We continue to evaluate the potential impact the ARPA may have on our operations and Consolidated Financial Statements in future periods.

The Inflation Reduction Act of 2022 (the “Inflation Reduction Act”) includes a new corporate alternative minimum tax (CAMT) of 15% on the adjusted financial statement income (AFSI) of corporations with an average AFSI exceeding \$1.0 billion over a consecutive three-year period. The CAMT is effective for taxable year ending March 31, 2024. It is possible that the CAMT could result in an additional tax liability over the regular federal corporate tax liability in a particular year based on differences between book and taxable income. We estimate no tax liability relating to CAMT for the current fiscal year. We will continue to evaluate the potential impact the Inflation Reduction Act may have on our operations and Consolidated Financial Statements in future periods.

Net loss and Loss per share

For the three months ended September 30, 2023, net loss was \$543.6, as compared to a net loss of \$257.0 in the prior year period. Basic and diluted loss per share for the three months ended September 30, 2023 was \$3.20, as compared to basic and diluted loss per share of \$1.54 in the prior year period. Basic weighted average shares of 169.9 were 3.0 shares higher as compared to the prior year period basic weighted average shares, due primarily to normal stock compensation activity, including vests. See [Note 10 - Loss Per Share](#) to our Condensed Consolidated Financial Statements for additional information.

Six Months Ended September 30, 2023 Compared to September 30, 2022

(millions of dollars)	2023	%	2022	%	Increase/ (decrease)	% Increase/ (decrease)
Total net revenue	\$ 2,583.9	100.0 %	\$ 2,495.9	100.0 %	\$ 88.0	3.5 %
Game intangibles	596.3	23.1 %	297.6	11.9 %	298.7	100.4 %
Product costs	354.6	13.7 %	321.4	12.9 %	33.2	10.3 %
Software development costs and royalties (1)	198.8	7.7 %	157.4	6.3 %	41.4	26.3 %
Internal royalties	185.4	7.2 %	217.7	8.7 %	(32.3)	(14.8) %
Licenses	154.2	6.0 %	155.6	6.2 %	(1.4)	(0.9) %
Cost of revenue	1,489.3	57.7 %	1,149.7	46.1 %	339.6	29.5 %
Gross profit	\$ 1,094.6	42.3 %	\$ 1,346.2	53.9 %	\$ (251.6)	(18.7) %

(1) Includes \$14.2 and \$(25.4) of stock-based compensation expense in 2023 and 2022, respectively, in software development costs and royalties.

For the six months ended September 30, 2023, net revenue increased by \$88.0 as compared to the prior year period. The increase was primarily due to an increase in net revenue of \$244.6 from Zynga, which we acquired in May 2022 (refer to [Note 13 - Acquisitions](#)), including from our hyper-casual mobile portfolio, which benefited from our November 2022 acquisition of Popcore (refer to [Note 13 - Acquisitions](#)), and other top contributors *Toon Blast*, *Merge Dragons!*, *Zynga Poker*, and *Words With Friends*. These increases were partially offset by a decrease in net revenue of (i) \$51.1 from *Tiny Tina's Wonderlands*, (ii) \$38.4 from *The Quarry*, (iii) \$37.2 from our *NBA 2K* Franchise, and (iv) \$21.3 from our *Grand Theft Auto* franchise.

Net revenue from mobile increased by \$226.5 and accounted for 51.3% of our total net revenue for six months ended September 30, 2023, as compared to 44.1% for the prior year period. The increase was primarily due to an increase in net revenue of \$245.4 as a result of our acquisition of Zynga, including from our hyper-casual mobile portfolio, and other top contributors *Toon Blast*, *Merge Dragons!*, *Zynga Poker*, *Words With Friends*, and *Toy Blast*. Net revenue from console games decreased by \$108.1 and accounted for 40.7% of our total net revenue for the six months ended September 30, 2023, as compared to 46.4% for the prior year period. The decrease was due to a decrease in net revenue from *Tiny Tina's Wonderlands*, our *NBA 2K* franchise, *The Quarry*, and our *Grand Theft Auto* franchise, partially offset by an increase in net revenue from *LEGO 2K Drive* and our *Red Dead Redemption* franchise. Net revenue from PC and other decreased by \$30.4 and accounted for 8.0% of our total net revenue for the six months ended September 30, 2023, as compared to 9.5% for the prior year period. The decrease was due to a decrease in net revenue from *Tiny Tina's Wonderlands*, *The Quarry*, and our *BioShock* franchise.

Recurrent consumer spending ("RCS") is generated from ongoing consumer engagement and includes revenue from virtual currency, add-on content, in-game purchases, and in-game advertising. Net revenue from RCS increased by \$141.4 and accounted for 80.1% of net revenue for the six months ended September 30, 2023, as compared to 77.2% of net revenue for the prior year period. The increase was primarily due to an increase in net revenue from RCS of \$245.1 as a result of our acquisition of Zynga, including from our hyper-casual mobile portfolio, and other top contributors *Toon Blast*, *Merge Dragons!*, *Zynga Poker*, and *Words With Friends*. These increases were partially offset by a decrease in net revenue from our *Grand Theft Auto* franchise and *Tiny Tina's Wonderlands*. Net revenue from full game and other decreased by \$53.4 and accounted for 19.9% of net revenue for the six months ended September 30, 2023 as compared to 22.8% of net revenue for the prior year period. The decrease was due to a decrease in net revenue from *The Quarry*, our *NBA 2K* franchise, *Tiny Tina's*

Wonderlands, and our *Mafia* franchise. These decreases were partially offset by an increase in net revenue from our *Grand Theft Auto* and *Red Dead Redemption* franchises and *LEGO 2K Drive*.

Net revenue from digital online channels increased by \$122.7 and accounted for 96.0% of our total net revenue for the six months ended September 30, 2023, as compared to 94.4% for the prior year period. The increase was primarily due to an increase in digital net revenue of \$249.0 as a result of our acquisition of Zynga, including from our hyper-casual mobile portfolio, and other top contributors *Toon Blast*, *Merge Dragons!*, *Zynga Poker*, and *Words With Friends*. This increase was partially offset by a decrease in net revenue from *Tiny Tina's Wonderlands* and *The Quarry*. Net revenue from physical retail and other channels decreased by \$34.7 and accounted for 4.0% of our total net revenue for the six months ended September 30, 2023, as compared to 5.6% for the same period in the prior year period. The decrease in net revenue from physical retail and other channels was due primarily to a decrease in net revenue from our *NBA 2K* franchise, *The Quarry*, and *Tiny Tina's Wonderlands*. These decreases were partially offset by an increase in net revenue from *LEGO 2K Drive*.

Gross profit as a percentage of net revenue for the six months ended September 30, 2023 was 42.3% as compared to 53.9% for the prior year period. The decrease in gross profit as a percentage of net revenue was primarily due to an impairment charge recognized for our acquisition-related Development Game Technology intangible assets (refer to [Note 14 - Goodwill and Intangible Assets, Net](#)).

Changes in foreign currency exchange rates increased net revenue by \$5.9 and increased gross profit by \$0.5 for the six months ended September 30, 2023 as compared to the prior year period.

Operating Expenses

(millions of dollars)	2023	% of net revenue	2022	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Selling and marketing	\$ 735.5	28.5 %	\$ 716.4	28.7 %	\$ 19.1	2.7 %
Research and development	478.3	18.5 %	417.0	16.7 %	61.3	14.7 %
General and administrative	377.7	14.6 %	451.7	18.1 %	(74.0)	(16.4) %
Depreciation and amortization	85.7	3.3 %	51.0	2.0 %	34.7	68.0 %
Goodwill impairment	165.4	6.4 %	—	— %	165.4	100.0 %
Total operating expenses ⁽¹⁾	\$ 1,842.6	71.3 %	\$ 1,636.1	65.6 %	\$ 206.5	12.6 %

⁽¹⁾ Includes stock-based compensation expense, which was allocated as follows (in millions):

	2023	2022
General and administrative	53.5	\$ 64.7
Research and development	52.5	59.3
Selling and marketing	48.9	53.2

Changes in foreign currency exchange rates increased total operating expenses by \$7.9 for the six months ended September 30, 2023, as compared to the prior year period.

Selling and marketing

Selling and marketing expenses increased by \$19.1 for the six months ended September 30, 2023, as compared to the prior year period, due primarily to an increase in personnel expense due to increased headcount, including as a result of our Zynga acquisition.

Research and development

Research and development expenses increased by \$61.3 for the six months ended September 30, 2023, as compared to the prior year period, due primarily to increases in personnel expenses due to increased headcount, including related to our acquisition of Zynga, and costs related to our cost management initiatives. These increases were partially offset by lower production and development expenses primarily due to a reduction in the number of titles in development at certain studios as a result of our ongoing development pipeline management process and additional capitalization of costs for development on titles having established technological feasibility compared to prior year.

General and administrative

General and administrative expenses decreased by \$74.0 for the six months ended September 30, 2023, as compared to the prior year period, due to a decrease in professional fees related to our acquisition and integration of Zynga partially offset by

an increase in IT-related expenses for cloud-based services and IT infrastructure as well as an increase in the fair value of the contingent earn-out liability related to our acquisition of Popcore.

General and administrative expenses for the six months ended September 30, 2023 and 2022 included occupancy expense (primarily rent, utilities and office expenses) of \$33.6 and \$29.5, respectively, related to our development studios.

Depreciation and amortization

Depreciation and amortization expenses increased by \$34.7 for the six months ended September 30, 2023, as compared to the prior year period, due primarily to leasehold improvements for office buildouts, acquired intangible assets, and depreciation expense related to Zynga.

Goodwill impairment

Goodwill impairment expenses increased by \$165.4 for the six months ended September 30, 2023, as compared to the prior year period, due to a partial impairment recognized related to one of our reporting units (refer to [Note 14 - Goodwill and Intangible Assets, Net](#)).

Interest and other, net

Interest and other, net was expense of \$56.5 for the six months ended September 30, 2023, as compared to \$79.8 for the prior year period. The net decrease was due primarily to an increase in interest income primarily due to increases in interest rates, a gain on debt extinguishment recognized on the partial repayment of our 2024 Notes, a decrease in interest expense related to our bridge loan commitment in connection with our acquisition of Zynga in the prior year, and decrease in foreign currency losses. These decreases in expense were partially offset by an increase in interest expense related to our 2026 Notes and 2028 Notes, which were issued in April 2023 (refer to [Note 9 - Debt](#)).

Loss on fair value adjustments, net

Loss on fair value adjustments, net was \$1.4 for the six months ended September 30, 2023 as compared to \$37.7 for the prior year period. The change was due primarily to a prior year loss for the increase in fair value of our Convertible Notes, partially offset by a prior year gain related to our Capped Calls, both as result of our Zynga Acquisition (refer to [Note 9 - Debt](#) and [Note 13 - Acquisitions](#)).

Benefit from Income Taxes

The benefit from income taxes for the six months ended September 30, 2023 is based on our projected annual effective tax rate for fiscal year 2024, adjusted for specific items that are required to be recognized in the period in which they are incurred. The benefit from income taxes was \$56.3 for the six months ended September 30, 2023, as compared to the benefit from income taxes of \$46.4 for the prior year period.

When compared to the statutory rate of 21%, the effective tax rate of 7.0% for the six months ended September 30, 2023 was due primarily to tax expense of \$81.6 related to an increase in the U.S. valuation allowance, tax expense of \$33.5 related to the impairment of nondeductible goodwill, \$8.1 related to the revaluation of deferred taxes due to a change in the statutory tax rate in Turkey, offset by tax benefits of \$42.0 from tax credits and by the geographic mix of earnings.

In the prior year period, when compared to the statutory rate of 21.0%, the effective tax rate of 11.4% for the six months ended September 30, 2022 was due primarily to a tax expense of \$22.6 related to the geographic mix of earnings, nondeductible expense of \$8.2 related to the settlement of convertible debt, tax expense of \$6.0 from employee stock-based compensation, offset by benefits of \$30.9 from tax credits.

The change in the effective tax rate, when compared to the prior year period's effective tax rate, is due primarily to increased tax expense from changes in the U.S. valuation allowance, impairment of nondeductible goodwill, and increased benefits from tax credits, offset by geographic mix of earnings.

The accounting for share-based compensation will increase or decrease our effective tax rate based upon the difference between our share-based compensation expense and the deductions taken on our tax return, which depends on the stock price at the time of the employee award vesting.

We anticipate that additional excess tax benefits or shortfalls from employee stock compensation, tax credits, and changes in our geographic mix of earnings could have a significant impact on our effective tax rate in the future. In addition, we are regularly examined by domestic and foreign taxing authorities. Examinations may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe our tax positions comply with applicable tax law, and that we

have adequately provided for reasonably foreseeable tax assessments. It is possible that settlement of audits or the expiration of the statute of limitations could have an impact on our effective tax rate in future periods.

The American Rescue Plan Act of 2021 (the “ARPA”), among other things, includes provisions to expand the IRC Section 162(m) disallowance for deduction of certain compensation paid by publicly held corporations. Effective for tax years starting after December 31, 2026 (April 1, 2027 for the Company), the ARPA expands the limitation to cover the next five most highly compensated employees. The ARPA did not have a material impact on our Condensed Consolidated Financial Statements for the six months ended September 30, 2023. We continue to evaluate the potential impact the ARPA may have on our operations and Consolidated Financial Statements in future periods.

The Inflation Reduction Act of 2022 (the “Inflation Reduction Act”) includes a new corporate alternative minimum tax (CAMT) of 15% on the adjusted financial statement income (AFSI) of corporations with an average AFSI exceeding \$1.0 billion over a consecutive three-year period. The CAMT is effective for taxable year ending March 31, 2024. It is possible that the CAMT could result in an additional tax liability over the regular federal corporate tax liability in a particular year based on differences between book and taxable income. We estimate no tax liability relating to CAMT for the current fiscal year. We will continue to evaluate the potential impact the Inflation Reduction Act may have on our operations and Consolidated Financial Statements in future periods.

Net loss and loss per share

For the six months ended September 30, 2023, net loss was \$749.6, as compared to net loss of \$361.0 in the prior year period. For the six months ended September 30, 2023, basic and diluted loss per share was \$4.42 as compared to basic and diluted loss per share of \$2.38 in the prior year period. Basic weighted average shares of 169.6 were 17.8 shares higher as compared to the prior year period, due to stock issued as consideration for the Zynga Acquisition and for the conversion of Convertible Notes. See [Note 10 - Loss Per Share](#) to our Condensed Consolidated Financial Statements for additional information regarding earnings per share.

Liquidity and Capital Resources

Our primary cash requirements are to fund (i) the development, marketing, and manufacturing of our published products, (ii) working capital, (iii) capital expenditures, (iv) debt and interest payments, (v) tax payments, and (vi) acquisitions. We expect to rely on cash and cash equivalents as well as on short-term investments, funds provided by our operating activities, and our 2022 Credit Agreement to satisfy our working capital needs. Refer to [Note 9 - Debt](#) for additional discussion of our outstanding debt obligations.

Short-term investments

As of September 30, 2023, we had \$45.1 of short-term investments, which are highly liquid in nature and represent an investment of cash that is available for current operations. From time to time, we may purchase additional short-term investments depending on future market conditions and liquidity needs. As of September 30, 2023, based on the composition of our investment portfolio and actions taken in recent months by central banks around the world, including the U.S. Federal Reserve, in response to rising inflation and related adverse economic conditions, we anticipate our investment yields may increase, which could increase our future interest income. Such impact is not expected to be material to our liquidity.

Senior Notes

On April 14, 2023, we completed our offering and sale of \$1,000.0 aggregate principal amount of our senior notes, consisting of \$500.0 principal amount of our 5.000% Senior Notes due 2026 (the “2026 Notes”) and \$500.0 principal amount of our 4.950% Senior Notes due 2028.

On April 14, 2022, we completed our offering and sale of \$2,700.0 aggregate principal amount of our senior notes, consisting of \$1,000.0 principal amount of our 3.300% Senior Notes due 2024 (the “2024 Notes”), \$600.0 principal amount of our 3.550% Senior Notes due 2025 (the “2025 Notes”), \$600.0 principal amount of our 3.700% Senior Notes due 2027 (the “2027 Notes”), and \$500.0 principal amount of our 4.000% Senior Notes due 2032 (the “2032 Notes”) and, together with the 2024 Notes, 2025 Notes, 2026 Notes, 2027 Notes, and 2028 Notes, the “Senior Notes”).

The Senior Notes are the Company’s senior unsecured obligations and rank equally with all of our other existing and future unsubordinated obligations. We will pay interest on the 2024 Notes, 2026 Notes, and 2028 Notes semi-annually on March 28 and September 28 of each year, commencing September 28, 2022 for the 2024 Notes and September 28, 2023 for the 2026 Notes and 2028 Notes. We will pay interest on each of the 2025 Notes, 2027 Notes, and 2032 Notes semi-annually on April 14 and October 14 of each year, commencing October 14, 2022. The proceeds from the issuances of the Senior Notes were used to finance a portion of our acquisition of Zynga and repay certain of our debt.

On June 5, 2023, pursuant to a tender offer, we purchased and retired \$650.0 in aggregate principal amount of our 2024 Notes, resulting in a remaining principal amount of \$350.0 recorded within Short-term debt, net on our Condensed Consolidated Balance Sheet. During the three and six months ended September 30, 2023, we recognized a debt extinguishment gain of approximately \$0.7 and \$7.7, respectively, net of unamortized debt discount and debt issuance costs recorded within Interest and other, net in our Condensed Consolidated Statement of Operations. The purchase of a portion of our 2024 Notes was funded with proceeds received from the 2026 Notes and 2028 Notes.

Credit Agreement

On May 23, 2022, we entered into a new unsecured Credit Agreement (the "2022 Credit Agreement"). The 2022 Credit Agreement provides for an unsecured five-year revolving credit facility with commitments of \$500.0, including sublimits for (i) the issuance of letters of credit in an aggregate face amount of up to \$100.0 and (ii) borrowings and letters of credit denominated in Pounds Sterling, Euros, and Canadian Dollars in an aggregate principal amount of up to \$100.0. In addition, the 2022 Credit Agreement contains uncommitted incremental capacity permitting the incurrence of up to an additional amount not to exceed the greater of \$250.0 and 35.0% of the Company's Consolidated Adjusted EBITDA (as defined in the 2022 Credit Agreement).

Loans under the 2022 Credit Agreement will bear interest at a rate of (a) 0.000% to 0.625% above an alternate base rate (8.50% at September 30, 2023) or (b) 1.000% to 1.625% above Secured Overnight Financing Rate ("SOFR"), approximately 5.32% at September 30, 2023, which rates are determined by the Company's credit rating.

As of September 30, 2023, there were no borrowings under the 2022 Credit Agreement, and we had approximately \$499.5 available for additional borrowings.

Convertible Notes

In conjunction with the acquisition of Zynga on May 23, 2022 (refer to [Note 13 - Acquisitions](#)), we entered into (a) the First Supplemental Indenture (the "2024 Supplemental Indenture") to the Indenture, dated as of June 14, 2019 (the "2024 Indenture"), between Zynga and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association) (the "Convertible Notes Trustee"), relating to Zynga's 0.25% Convertible Senior Notes due 2024 (the "2024 Convertible Notes"), and (b) the First Supplemental Indenture (the "2026 Supplemental Indenture" and, together with the 2024 Supplemental Indenture, the "Supplemental Indentures") to the Indenture, dated as of December 17, 2020 (the "2026 Indenture" and, together with the 2024 Indenture, the "Indentures"), between Zynga and the Convertible Notes Trustee, relating to Zynga's 0.00% Convertible Senior Notes due 2026 (the "2026 Convertible Notes" and, together with the 2024 Convertible Notes, the "Convertible Notes"). As of the closing date of the acquisition, approximately \$690.0 aggregate principal amount of the 2024 Convertible Notes was outstanding and approximately \$874.5 aggregate principal amount of the 2026 Convertible Notes was outstanding.

Following the acquisition and according to the Supplemental Indentures, we assumed all of Zynga's rights and obligations under the Indentures, and the Company guaranteed the payment and other obligations of Zynga under the Convertible Notes. As a result of our acquisition of Zynga, the right to convert each one thousand dollar principal amount of such Convertible Notes into shares of Zynga common stock was changed into a right to convert such principal amount of such Convertible Notes into the number of units of Reference Property equal to the conversion rate in effect immediately prior to the closing of the Zynga Acquisition, in each case pursuant to the terms and procedures set forth in the applicable Indenture. A unit of Reference Property is defined in each Indenture as 0.0406 shares of Take-Two common stock and \$3.50 in cash, without interest, plus cash in lieu of any fractional shares of Take-Two common stock.

The 2024 Convertible Notes and 2026 Convertible Notes mature on June 1, 2024, and December 15, 2026, respectively, unless earlier converted, redeemed, or repurchased in accordance with their terms, respectively, prior to the maturity date. Interest is payable semiannually on the 2024 Convertible Notes in arrears on March 1 and September 1 of each year. The 2026 Convertible Notes do not bear regular interest, and the principal amount does not accrete.

The acquisition of Zynga constituted a Fundamental Change, a Make-Whole Fundamental Change, and a Share Exchange Event (each as defined in the Indentures) under the Indentures. The effective date of the Fundamental Change, Make-Whole Fundamental Change and Share Exchange Event in respect of the Convertible Notes was May 23, 2022, and the related tender and conversion periods expired on June 22, 2022. As a result, each holder of Convertible Notes had the right to tender its Convertible Notes to the Company for cash or surrender its Convertible Notes for conversion into the Reference Property at the applicable conversion rate, in each case pursuant to the terms and procedures set forth in the applicable Indenture.

As of the expiration of the Fundamental Change, Make-Whole Fundamental Change, and Share Exchange Event, (a) \$0.3 aggregate principal amount of the 2024 Convertible Notes and (b) \$845.1 aggregate principal amount of the 2026 Convertible Notes were tendered for cash. In addition, (a) \$668.3 aggregate principal amount of the 2024 Convertible Notes,

and (b) no 2026 Convertible Notes were surrendered for conversion into the applicable Reference Property. In total, we paid \$321.6 for the tendered or converted 2024 Convertible Notes, including interest, and \$845.1 for the tendered 2026 Convertible Notes in cash, and we issued 3.7 shares of our common stock upon the conversion of the 2024 Convertible Notes. After settlement of all Convertible Notes tendered or surrendered for conversion, \$21.4 aggregate principal amount of the 2024 Convertible Notes remained outstanding and \$29.4 aggregate principal amount of the 2026 Convertible Notes remained outstanding at September 30, 2023.

Financial Condition

We are subject to credit risks, particularly if any of our receivables represent a limited number of customers or are concentrated in foreign markets. If we are unable to collect our accounts receivable as they become due, it could adversely affect our liquidity and working capital position.

Generally, we have been able to collect our accounts receivable in the ordinary course of business. We do not hold any collateral to secure payment from customers. We have trade credit insurance on the majority of our customers to mitigate accounts receivable risk.

A majority of our trade receivables are derived from sales to major retailers, including digital storefronts and platform partners, and distributors. Our five largest customers accounted for 79.5% and 79.9% of net revenue during the six months ended September 30, 2023 and 2022, respectively. As of September 30, 2023 and March 31, 2023, five customers accounted for 71.5% and 61.1% of our gross accounts receivable, respectively. Customers that individually accounted for more than 10% of our gross accounts receivable balance comprised 58.7% and 50.3% of such balances at September 30, 2023 and March 31, 2023, respectively. We had three customers who accounted for 28.9%, 17.5%, and 12.3% of our gross accounts receivable as of September 30, 2023, and three customers who accounted for 21.6%, 14.5%, and 14.2% of our gross accounts receivable as of March 31, 2023. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of September 30, 2023, and March 31, 2023. Based upon performing ongoing credit evaluations, maintaining trade credit insurance on a majority of our customers who sell our physical products and our past collection experience, we believe that the receivable balances from these largest customers do not represent a significant credit risk, although we actively monitor each customer's creditworthiness and economic conditions that may affect our customers' business and access to capital. We are monitoring the current global economic conditions, including credit markets and other factors as they relate to our customers in order to manage the risk of uncollectible accounts receivable.

We believe that our current cash and cash equivalents, short-term investments, and projected cash flow from operations, along with availability under our 2022 Credit Agreement will provide us with sufficient liquidity to satisfy our cash requirements for working capital, capital expenditures, and commitments on both a short-term and long-term basis.

As of September 30, 2023, the amount of cash and cash equivalents held outside of the U.S. by our foreign subsidiaries was \$549.8. These balances are dispersed across various locations around the world. We believe that such dispersion meets the business and liquidity needs of our foreign affiliates. In addition, we expect to have the ability to generate sufficient cash domestically to support ongoing operations for the foreseeable future.

Our Board of Directors has authorized the repurchase of up to 21.7 shares of our common stock. Under this program, we may purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, our financial performance, and other conditions. The program does not require us to repurchase shares and may be suspended or discontinued at any time for any reason.

During the three months ended September 30, 2023, we did not repurchase shares of our common stock in the open market, as part of the program. We have repurchased a total of 11.7 shares of our common stock under the program, and as of September 30, 2023, 10.0 shares of our common stock remained available for repurchase under the share repurchase program.

Our changes in cash flows were as follows:

(millions of dollars)	Six Months Ended September 30,	
	2023	2022
Net cash provided by operating activities	\$ 69.8	\$ 155.4
Net cash provided by (used in) investing activities	60.3	(2,790.6)
Net cash (used in) provided by financing activities	(71.1)	2,133.5
Effects of foreign currency exchange rates on cash, cash equivalents, and restricted cash and cash equivalents	(7.4)	(36.2)
Net change in cash, cash equivalents, and restricted cash and cash equivalents	\$ 51.6	\$ (537.9)

At September 30, 2023, we had \$1,286.2 of cash and cash equivalents and restricted cash and cash equivalents, compared to \$1,234.6 at March 31, 2023. The increase was due to Net cash provided by operating activities from sales of our products, partially offset by the timing of payments and Net cash provided by investing activities primarily related to our sales and maturities of available for sale securities, partially offset by our purchases of fixed assets. This net increase was partially offset by Net cash used in financing activities, primarily related to net share settlements of our restricted stock awards and payment of contingent earn-outs for prior acquisitions, partially offset by issuance of common stock and our net debt activity. The debt activity included proceeds from the issuance of 2026 Notes and 2028 Notes offset by our partial repayment of 2024 Notes and repayment of our Term Loan (refer to [Note 9 - Debt](#)).

Commitments

Refer to [Note 11 - Commitments and Contingencies](#) for disclosures regarding our commitments.

Capital Expenditures

In fiscal year 2024, we anticipate capital expenditures to be approximately \$150.0. During the six months ended September 30, 2023, capital expenditures were \$59.9.

International Operations

Net revenue earned outside of the United States is principally generated by our operations in Europe, Asia, Australia, Canada, and Latin America. For the three months ended September 30, 2023 and 2022, 38.8% and 39.5%, respectively, of our net revenue was earned outside the United States. We are subject to risks inherent in foreign trade, including increased credit risks, tariffs and duties, fluctuations in foreign currency exchange rates, shipping delays and international political, regulatory and economic developments, all of which can have a significant effect on our operating results.

Fluctuations in Quarterly Operating Results and Seasonality

We have experienced fluctuations in quarterly and annual operating results as a result of the timing of the introduction of new titles, variations in sales of titles developed for particular platforms, market acceptance of our titles, development and promotional expenses relating to the introduction of new titles, sequels or enhancements of existing titles, projected and actual changes in platforms, the timing and success of title introductions by our competitors, product returns, changes in pricing policies by us and our competitors, the accuracy of retailers' forecasts of consumer demand, the size and timing of acquisitions, the timing of orders from major customers, and order cancellations and delays in product shipment. Sales of our full game products are also seasonal, with peak demand typically occurring in the fourth calendar quarter during the holiday season. For certain of our software products with multiple performance obligations, we defer the recognition of our net revenue over an estimated service period which generally ranges from six to fifteen months. As a result, the quarter in which we generate the highest Net Bookings may be different from the quarter in which we recognize the highest amount of Net revenue. Quarterly comparisons of operating results are not necessarily indicative of future operating results.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential loss arising from fluctuations in market rates and prices. Our market risk exposures primarily include fluctuations in interest rates and foreign currency exchange rates.

Interest Rate Risk

Our exposure to fluctuations in interest rates relates primarily to our short-term investment portfolio and variable rate debt under the 2022 Credit Agreement.

We seek to manage our interest rate risk by maintaining a short-term investment portfolio that includes corporate bonds with high credit quality and maturities of less than two years. Since short-term investments mature relatively quickly and can be reinvested at the then-current market rates, interest income on a portfolio consisting of short-term securities is more subject to market fluctuations than a portfolio of longer-term maturities. However, the fair value of a short-term portfolio is less sensitive to market fluctuations than a portfolio of longer-term securities. We do not currently use derivative financial instruments in our short-term investment portfolio. Our investments are held for purposes other than trading.

As of September 30, 2023, we had \$45.1 of short-term investments, which included \$15.8 of available-for-sale securities. The available-for-sale securities were recorded at fair market value with unrealized gains or losses resulting from changes in fair value reported as a separate component of Accumulated other comprehensive loss, net of tax, in Stockholders' equity. We also had \$756.8 of cash and cash equivalents that are comprised primarily of money market funds and bank-time deposits. We determined that, based on the composition of our investment portfolio, there was no material interest rate risk exposure to our Condensed Consolidated Financial Statements or liquidity as of September 30, 2023.

Historically, fluctuations in interest rates have not had a significant effect on our operating results.

Under our 2022 Credit Agreement, loans will bear interest at a rate of (a) 0.000% to 0.625% above an alternate base rate (8.50% at September 30, 2023) or (b) 1.000% to 1.625% above SOFR, approximately 5.32% at September 30, 2023, which rates are determined by the Company's credit rating. At September 30, 2023, there were no borrowings under the 2022 Credit Agreement.

Foreign Currency Exchange Rate Risk

We transact business in foreign currencies and are exposed to risks resulting from fluctuations in foreign currency exchange rates. In particular, during the six months ended September 30, 2023, there was a significant devaluation of the Turkish Lira against the U.S. Dollar, which negatively affected our results. It is possible that further devaluations could occur, which would have a negative impact on our results. Accounts relating to foreign operations are translated into U.S. dollars using prevailing exchange rates at the relevant period end. Translation adjustments are included as a separate component of Stockholders' equity on our Condensed Consolidated Balance Sheets. For the three months ended September 30, 2023 and 2022, our foreign currency translation adjustment was a loss of \$63.1 and a loss of \$116.3, respectively. For the three months ended September 30, 2023 and 2022, we recognized a foreign currency exchange transaction loss of \$5.5 and a loss of \$21.9, respectively, included in Interest and other, net, in our Condensed Consolidated Statements of Operations. For the six months ended September 30, 2023 and 2022, our foreign currency translation adjustment was a loss of \$37.1 and a loss of \$179.1, respectively. For the six months ended September 30, 2023 and 2022, we recognized a foreign currency exchange transaction loss of \$19.3 and a loss of \$25.4, respectively, included in Interest and other, net in our Condensed Consolidated Statements of Operations.

Balance Sheet Hedging Activities

We use foreign currency forward contracts to mitigate foreign currency exchange rate risk associated with non-functional currency denominated cash balances and intercompany funding loans, non-functional currency denominated accounts receivable and non-functional currency denominated accounts payable. These transactions are not designated as hedging instruments and are accounted for as derivatives whereby the fair value of the contracts is reported as either assets or liabilities on our Condensed Consolidated Balance Sheets, and gains and losses resulting from changes in the fair value are reported in Interest and other, net, in our Condensed Consolidated Statements of Operations. We do not enter into derivative financial contracts for speculative or trading purposes. At September 30, 2023, we had \$292.8 of forward contracts outstanding to sell foreign currencies in exchange for U.S. dollars and \$30.3 of forward contracts outstanding to buy foreign currencies in exchange for U.S. dollars, all of which have maturities of less than one year. At March 31, 2023, we had \$224.3 of forward contracts outstanding to sell foreign currencies in exchange for U.S. dollars and \$51.2 of forward contracts outstanding to buy foreign currencies in exchange for U.S. dollars, all of which had maturities of less than one year. For the three months ended September 30, 2023 and 2022, we recorded a gain of \$3.6 and a loss of \$4.6, respectively. For the six months ended September 30, 2023 and 2022, we recorded a gain of \$7.4 and a loss of \$2.6, respectively. As of September 30, 2023, the fair value of these outstanding forward contracts resulted in a gain of \$0.3 and was included in Other assets, and, as of March 31, 2023, the fair value of outstanding forward contracts was a gain of \$2.5 and was included in Accrued expenses and other current liabilities. The fair value of these outstanding forward contracts is estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period.

Our hedging programs are designed to reduce, but do not entirely eliminate, the effect of currency exchange rate movements. We believe that the counterparties to these foreign currency forward contracts are creditworthy multinational commercial banks and that the risk of counterparty nonperformance is not material. Notwithstanding our efforts to mitigate some foreign currency exchange rate risks, there can be no assurance that our hedging activities will adequately protect us against the risks associated with foreign currency fluctuations. For the three months ended September 30, 2023, 38.8% of our

revenue was generated outside the United States. Using sensitivity analysis, a hypothetical 10% increase in the value of the U.S. dollar against all currencies would decrease revenues by 3.9%, while a hypothetical 10% decrease in the value of the U.S. dollar against all currencies would increase revenues by 3.9%. This sensitivity analysis assumes a parallel shift of all foreign currency exchange rates against the U.S. dollar; however, all foreign currency exchange rates do not always move in this manner, and actual results may differ materially. In our opinion, a substantial portion of this fluctuation would be offset by cost of revenue and operating expenses incurred in local currency.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of management, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") were effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2023, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Inherent limitations to any system of disclosure controls and procedures include, but are not limited to, the possibility of human error and the circumvention or overriding of such controls by one or more persons. In addition, we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, and our system of controls may therefore not achieve its desired objectives under all possible future events.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Refer to [Note 11 - Commitments and Contingencies](#) to our Condensed Consolidated Financial Statements for disclosures regarding legal proceedings.

Item 1A. Risk Factors

There have been no material changes to the [Risk Factors](#) disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2023.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Share Repurchase Program—Our Board of Directors previously authorized the repurchase of up to 21.7 shares of our common stock. The authorizations permit us to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, our financial performance and other conditions. The program may be suspended or discontinued at any time for any reason.

During the three months ended September 30, 2023, we did not repurchase any shares of our common stock in the open market, as part of the program. As of September 30, 2023, we had repurchased a total of 11.7 shares of our common stock under this program, and 10.0 shares of common stock remained available for repurchase under our share repurchase program. The table below details the share repurchases made by us during the three months ended September 30, 2023:

Period	Shares purchased	Average price per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the repurchase program
July 1-31, 2023	—	\$ —	—	10.0
August 1-31, 2023	—	\$ —	—	10.0
September 1-30, 2023	—	\$ —	—	10.0

Item 5. Other Information

The share numbers in this Item 5 represent the actual number of shares (not in millions).

Securities Trading Plans of Directors and Executive Officers

On August 23, 2023, Michael Sheresky, a member of our Board of Directors, entered into a 10b5-1 trading plan (the “Plan”) intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The Plan provides for the sale of up to an aggregate of 912 shares of the Company’s stock commencing November 24, 2023. The Plan is designed to sell 50% of the restricted shares scheduled to vest in each of November 2023, February 2024, June 2024 and August 2024 to cover the tax obligation associated with the shares vesting. The Plan terminates on the earlier of August 30, 2024 or the date all shares under the Plan are sold.

Item 6. Exhibits

Exhibits:

- 10.1 [Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan \(incorporated by reference to Annex B of the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 27, 2023\)](#)
- 31.1 [Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 31.2 [Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 32.1 [Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2 [Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101.INS The Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Calculation Linkbase Document
- 101.LAB Inline XBRL Taxonomy Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Presentation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Document

Attached as Exhibit 101 to this report are the following formatted in Inline XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at September 30, 2023 (Unaudited) and March 31, 2023, (ii) Condensed Consolidated Statements of Operations for the three and six months ended September 30, 2023 and 2022 (Unaudited), (iii) Condensed Consolidated Statements of Comprehensive Loss for the three and six months ended September 30, 2023 and 2022 (Unaudited), (iv) Condensed Consolidated Statements of Cash Flows for the six months ended September 30, 2023 and 2022 (Unaudited), (v) Condensed Consolidated Statements of Equity for the three and six months ended September 30, 2023 and 2022 (Unaudited); and (vi) Notes to Condensed Consolidated Financial Statements (Unaudited).

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 thereunto duly
TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Registrant)

Date: November 8, 2023

By: /s/ STRAUSS ZELNICK

Strauss Zelnick
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: November 8, 2023

By: /s/ LAINIE GOLDSTEIN

Lainie Goldstein
Chief Financial Officer
(Principal Financial Officer)

authorized.