

FORM 8-K

Date of Report (Date of earliest event reported): June 12, 2024

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 101(b) of the Securities Exchange Act. ☐

Item 8.01. Other Events.

On June 12, 2024, Take-Two Interactive Software, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”), by and among the Company, Embracer Group AB (the “Selling Shareholder”) and Goldman Sachs & Co. LLC (the “Underwriter”) relating to an underwritten public sale of 2,830,084 shares (the “Shares”) of common stock, \$0.01 par value, of the Company (the “Common Stock”) by the Selling Shareholder, which Shares were issued to the Selling Shareholder on June 11, 2024 in connection with the closing of the Company’s acquisition of The Gearbox Entertainment Company, Inc. The offering is solely of secondary shares currently issued and outstanding and the Company will not receive any of the proceeds of the Shares by the Selling Shareholder in the offering. The closing of the offering occurred on June 14, 2024.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated by reference herein. The Shares are being offered pursuant to an effective registration statement on Form S-3 (Registration Statement No. 333-280123) filed with the Securities and Exchange Commission (the “SEC”) on June 11, 2024, supplemented by the final prospectus supplement filed with the SEC on June 12, 2024.

On June 12, 2024 the Company issued a press release announcing the pricing of the offering by the Selling Shareholder. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Forward-Looking Statements

Statements contained herein that are not historical facts 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. Such forward-looking statements are based on the current beliefs of our management as well as assumptions and information currently available to them, which are subject to inherent uncertainties, risks, and changing 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 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 currency exchange rates; our dependence on key management and product development personnel; our reliance on our NBA 2K and Grand Theft Auto products and our ability to develop other hit titles; our ability to leverage our marketing 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; and the ability to maintain acceptable performance levels on our games.

Other important factors and information are contained in the Company’s most recent Annual Report on Form 10-K, including the risks summarized in the section entitled “Risk Factors,” and the Company’s other periodic filings with the SEC, which can be accessed at www.take2games.com. All forward-looking statements are qualified by these cautionary statements and apply only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

EXHIBIT NO.	DESCRIPTION
1.1	Underwriting Agreement, dated as of June 12, 2024, by and among the Company, Embracer Group AB and Goldman Sachs & Co. LLC
99.1	Press Release, dated June 12, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Matthew Breitman
Name: Matthew Breitman
Title: Senior Vice President, General Counsel
Corporate Secretary

Date: June 14, 2024