

Edgar Filing: GameStop Corp. - Form SC 13D/A

GameStop Corp.
Form SC 13D/A
April 19, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1)*

GameStop Corp.
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

1326380
(CUSIP Number)

Merrill R. Steiner, Esq.
Stradley Ronon Stevens & Young LLP
2600 One Commerce Square
Philadelphia, Pennsylvania 19103
(215) 564-8039

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 10, 2006

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

The Group is comprised of the following persons:

1. James J. Kim
2. Agnes C. Kim
3. David D. Kim, as Trustee
4. John T. Kim, as Trustee
5. Susan Y. Kim, as Trustee
6. David D. Kim Trust of 12/31/87
7. John T. Kim Trust of 12/31/87
8. Susan Y. Kim Trust of 12/31/87
9. EB Nevada Inc.
10. The Electronics Boutique, Inc.

2. Check the Appropriate Box if a Member of a Group*

(a) (b)

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Not applicable; not organized

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- | | |
|------------------------------|-----------------------------------------------------------|
| 7. Sole Voting Power | Not applicable |
| 8. Shared Voting Power | 4,115,950 shares, or 9.5% of the common stock outstanding |
| 9. Sole Dispositive Power | Not applicable |
| 10. Shared Dispositive Power | 4,115,950 shares, or 9.5% of the common stock outstanding |

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,950 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common

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stock outstanding

14. Type of Reporting Person* 00

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)
James J. Kim

2. Check the Appropriate Box if a Member of a Group*

(a) [] (b) []

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Item 2(d) or 2(e) []

6. Citizenship or Place of Organization

United States Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power 9,600 shares, or 0.02% of the
common stock outstanding

8. Shared Voting Power 4,115,920 shares, or 9.5% of
the common stock outstanding

9. Sole Dispositive Power 9,600 shares, or 0.02% of the
common stock outstanding

10. Shared Dispositive Power 4,115,920 shares, or 9.5% of
the common stock outstanding

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,125,520
shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
[X]

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common
stock outstanding

14. Type of Reporting Person* IN

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Agnes C. Kim

2. Check the Appropriate Box if a Member of a Group*

(a) (b)

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

United States Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power

Not applicable

8. Shared Voting Power

4,115,920 shares, or 9.5% of
the common stock outstanding

9. Sole Dispositive Power

Not applicable

10. Shared Dispositive Power

4,115,920 shares, or 9.5% of
the common stock outstanding

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,920 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common stock outstanding

14. Type of Reporting Person* IN

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

David D. Kim, as Trustee

2. Check the Appropriate Box if a Member of a Group*

(a) (b)

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3. SEC Use Only

4. Source of Funds*
Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Item 2(d) or 2(e) []

6. Citizenship or Place of Organization
United States Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

| | |
|------------------------------|--------------------------------------------------------------|
| 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| 8. Shared Voting Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |
| 10. Shared Dispositive Power | 4,115,883 shares, or 9.5% of the common stock outstanding |

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,883
shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
[X]

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common
stock outstanding

14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
John T. Kim, as Trustee

2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []

3. SEC Use Only

4. Source of Funds*
Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Item 2(d) or 2(e) []

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6. Citizenship or Place of Organization
United States Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

| | |
|------------------------------|-----------------------------------------------------------|
| 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| 8. Shared Voting Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |
| 10. Shared Dispositive Power | 4,115,883 shares, or 9.5% of the common stock outstanding |

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,883 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
 [X]

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common stock outstanding

14. Type of Reporting Person* IN

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)
Susan Y. Kim, as Trustee

2. Check the Appropriate Box if a Member of a Group*

(a) (b)

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization
United States Citizen

Number of
Shares
Beneficially
Owned by
Each

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| | | |
|------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------------------------------------|
| Reporting Person With | 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| | 8. Shared Voting Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| | 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |
| | 10. Shared Dispositive Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| 11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,883 shares of common stock | | |
| 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X] | | |
| 13. Percent of Class Represented by Amount in Row (11) 9.5% of the common stock outstanding | | |
| 14. Type of Reporting Person* IN | | |

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
David D. Kim Trust of 12/31/87

2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []

3. SEC Use Only

4. Source of Funds*
Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Item 2(d) or 2(e) []

6. Citizenship or Place of Organization
Organized in the Commonwealth of Pennsylvania

| | | |
|-------------------------------------------------------------------------------------|---------------------------|--------------------------------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| | 8. Shared Voting Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| | 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |

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10. Shared Dispositive Power 4,115,883 shares, or 9.5% of the common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,883 shares of common stock
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 9.5% of the common stock outstanding
14. Type of Reporting Person* 00

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
John T. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
Organized in the Commonwealth of Pennsylvania

| Number of Shares Beneficially Owned by Each Reporting Person With | | |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------|
| | 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| | 8. Shared Voting Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| | 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |
| | 10. Shared Dispositive Power | 4,115,883 shares, or 9.5% of the common stock outstanding |
| | 11. Aggregate Amount Beneficially Owned by Each Reporting Person | 4,115,883 shares of common stock |
| | 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | |

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[X]

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common stock outstanding

14. Type of Reporting Person* 00

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Susan Y. Kim Trust of 12/31/87

2. Check the Appropriate Box if a Member of a Group*

(a) [] (b) []

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []

6. Citizenship or Place of Organization

Organized in the Commonwealth of Pennsylvania

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power 0 shares, or 0% of the common stock outstanding

8. Shared Voting Power 4,115,883 shares, or 9.5% of the common stock outstanding

9. Sole Dispositive Power 0 shares, or 0% of the common stock outstanding

10. Shared Dispositive Power 4,115,883 shares, or 9.5% of the common stock outstanding

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,883 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common stock outstanding

14. Type of Reporting Person* 00

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1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)
EB Nevada Inc.

2. Check the Appropriate Box if a Member of a Group*

(a) (b)

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Organized in the State of Nevada

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power

Not applicable

8. Shared Voting Power

4,115,873 shares, or 9.5% of
the common stock outstanding

9. Sole Dispositive Power

Not applicable

10. Shared Dispositive Power

4,115,873 shares, or 9.5% of
the common stock outstanding

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,873
shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common
stock outstanding

14. Type of Reporting Person* CO

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1. Names of Reporting Persons

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I.R.S. Identification Nos. of above persons (entities only)
The Electronics Boutique, Inc.

2. Check the Appropriate Box if a Member of a Group*

(a) (b)

3. SEC Use Only

4. Source of Funds*

Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to
Item 2(d) or 2(e)

6. Citizenship or Place of Organization

Organized in the Commonwealth of Pennsylvania

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power

Not applicable

8. Shared Voting Power

4,115,873 shares, or 9.5% of
the common stock outstanding

9. Sole Dispositive Power

Not applicable

10. Shared Dispositive Power

4,115,873 shares, or 9.5% of
the common stock outstanding

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,115,873
shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11) 9.5% of the common
stock outstanding

14. Type of Reporting Person* CO

This statement is the first amendment to the statement on Schedule 13D previously filed by the Reporting Persons (as defined in Item 2 below) on October 17, 2005. This amendment is filed to report changes in their beneficial ownership as further described in Item 5 below. The Schedule 13D is hereby amended and restated to read in its entirety as follows:

Item 1. Security and Issuer.

This Statement on Schedule 13D (the "Schedule 13D") relates to the shares of Class A common stock, par value \$0.001 per share ("Common Stock"), of GameStop Corp., a Delaware corporation (the "Company"), with its principal place of business at 625 Westport Parkway, Grapevine, Texas, 76051.

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Item 2. Identity and Background.

(a) This Schedule 13D is being filed by a group of persons consisting of James J. Kim, Agnes C. Kim, David D. Kim, as Trustee, John T. Kim, as Trustee, Susan Y. Kim, as Trustee (the "Kim Family"), David D. Kim Trust of 12/31/87, John T. Kim Trust of 12/31/87, Susan Y. Kim Trust of 12/31/87 (the "Kim Trusts"), EB Nevada Inc., a Nevada corporation, and The Electronics Boutique, Inc., a Pennsylvania corporation, (the "Kim Companies" and together with the Kim Family and the Kim Trusts, the "Reporting Persons"). Attached as Schedule I hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment, and (d) the name, principal business, and address of any corporation or other organization in which such employment is conducted, of each director and executive officer of each of the Kim Companies.

(b) The principal business address for the Kim Family and the Kim Trusts is 1900 South Price Road, Chandler, Arizona, 85248. The principal business address for EB Nevada Inc. is 2251A Renaissance Drive, Suite 4, Las Vegas, Nevada, 89119. The principal business address for The Electronics Boutique, Inc. is 931 South Matlack Street, West Chester, Pennsylvania, 19382.

(c) Attached as Schedule II hereto and incorporated herein by reference is a list containing (a) the present principal occupation or employment and (b) the name, principal business, and address of any corporation or other organization in which such employment is conducted, of each member of the Kim Family. The principal business of the Kim Trusts is purchasing, holding, and selling securities and other assets for investment purposes. The principal business of the EB Nevada Inc. is purchasing, holding, and selling securities of the Company for investment purposes. The principal business of The Electronics Boutique, Inc. is purchasing, holding, and selling securities of EB Nevada Inc. for investment purposes.

(d) None of the Reporting Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of state securities laws or finding any violation with respect to such laws.

(e) To the knowledge of the Reporting Persons, during the last five years, none of the directors or officers of the Kim Companies has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) For each Reporting Person, the response to Row 6 on the cover page, indicating the citizenship or place of organization of such person, is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

The Class A common stock shares of GameStop Corp., were initially acquired in exchange for shares of common stock in Electronics Boutique Holdings Corp., as further described in Item 5(c).

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Item 4. Purpose of Transaction.

Not Applicable.

Item 5. Interest in Securities of the Company.

(a) For each Reporting Person, the response to Rows 11 and 13 on the cover page, indicating the aggregate number and percentage of shares of Common Stock beneficially owned by each Reporting Person, is incorporated herein by reference. The ownership percentages were calculated based on 43,307,633 outstanding shares of Class A Common Stock as of March 24, 2006 as reported in the Form 10-K of GameStop Corp. for the fiscal year ended January 28, 2006. Each Reporting Person states that the filing of this Schedule 13D shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Securities Act of 1933, as amended, the beneficial owner of the shares of Common Stock reported as beneficially owned by the other Reporting Persons in this Schedule 13D.

(b) For each Reporting Person, the response to Row 7 on the cover page, indicating the number of shares as to which such person has the sole power to vote or to direct the vote, is incorporated herein by reference.

For each Reporting Person, the response to Row 8 on the cover page, indicating the aggregate number of shares as to which such person has shared power to vote or to direct the vote, is incorporated herein by reference.

For each Reporting Person, the response to Row 9 on the cover page, indicating the number of shares as to which such person has the sole power to dispose or to direct the disposition, is incorporated herein by reference.

For each Reporting Person, the response to Row 10 on the cover page, indicating the number of shares as to which such person has the shared power to dispose or to direct the disposition, is incorporated herein by reference.

(c) As reported in the initial Schedule 13D filed by the Reporting Persons on October 17, 2005, pursuant to an Agreement and Plan of Merger (the "Merger Agreement") among The Electronics Boutique Holdings Corp. ("EB"), GameStop Corp., GameStop, Inc., a Minnesota corporation, GSC Holdings Corp., a Delaware corporation, Cowboy Subsidiary LLC, a Delaware limited liability company, and Eagle Subsidiary LLC, a Delaware limited liability company, shares of EB were exchanged on October 8, 2005 at a closing held at the offices of Bryan Cave LLP (counsel to GameStop Corp.) New York, New York as follows:

James J. Kim and Agnes C. Kim exchanged 60 shares of EB they owned jointly and severally for 47 shares of GameStop Corp, which they own jointly and severally

David D. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (David D. Kim, is Trustee of this Trust). (1)

John T. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (John T. Kim, is Trustee of this Trust). (1)

Susan Y. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (Susan Y. Kim, is Trustee of this Trust). (1)

EB Nevada Inc. exchanged 11,569,100 shares of EB for 9,115,873 shares of GameStop Corp. (The Electronics Boutique, Inc. owns all

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of the issued and outstanding shares of capital stock of EB Nevada, Inc.). (1)

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Since the initial Schedule 13D filing described above, on (i) February 10, 2006 James J. Kim was granted 9,600 restricted shares of GameStop Corp. by the Company and (ii) on April 10, 2006 EB Nevada Inc. sold 5,000,000 shares of GameStop Corp. to Citigroup Global Markets Inc. (the "Underwriter") at \$46.60 per share (before underwriting commissions and other offering expenses) pursuant to the Underwriting Agreement (as defined below). The restricted share grant was made to Mr. Kim in his capacity as a director pursuant to the Amended and Restated GameStop Corp. 2001 Incentive Plan, and these shares vest in equal installments on February 10 of each of the years 2007 through 2009.

EB Nevada Inc. sold such 5,000,000 shares pursuant to an Underwriting Agreement, dated April 10, 2006 (the "Underwriting Agreement"), among the Underwriter, the Company, EB Nevada Inc. and Leonard Riggio (Mr. Riggio together with EB Nevada Inc., the "Selling Stockholders"). The Underwriting Agreement contains customary representations, warranties, indemnities and agreements by the Company and the Selling Stockholders. The Company, the Selling Stockholders and the Company's executive officers and directors have agreed with the Underwriter not to sell, dispose of or hedge any shares of the Company's Class A common stock or securities convertible into Class A common stock, subject to specified exceptions, for 45 days after the date of the Underwriting Agreement. The description of the material terms of the Underwriting Agreement (including the lock-up agreement attached as Exhibit A thereto) is qualified in its entirety by reference to the complete text of the Underwriting Agreement, which is incorporated herein by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2006.

1. Following the April 10, 2006 sale described below in this Item 5(c), the Kim Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987, with David D. Kim as trustee of the David D. Kim Trust of December 31, 1987, Susan Y. Kim as trustee of the Susan Y. Kim Trust of December 31, 1987 and John T. Kim as trustee of the John T. Kim Trust of December 31, 1987, may be deemed to hold indirectly 4,115,873 shares of Class A common stock in the Company through The Electronics Boutique, Inc. and EB Nevada Inc. The trust agreement for each of these trusts authorizes the trustees of the trusts to vote the shares of common stock held by The Electronics Boutique, Inc. and EB Nevada Inc, in their discretion, in concert with James Kim's family. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim Trusts listed above.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Company.

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EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987. David D. Kim is the trustee of the David D. Kim Trust of December 31, 1987, Susan Y. Kim is the trustee of the Susan Y. Kim Trust of December 31, 1987 and John T. Kim is the trustee of the John T. Kim Trust of December 31, 1987. The trust agreement for each of these trusts authorizes the trustees of the trusts to vote the shares of Common Stock common stock held by The Electronics Boutique, Inc. and EB Nevada Inc, in their discretion, in concert with James Kim's family.

The description of the Underwriting Agreement in the last paragraph of Item 5(c) above is incorporated into this Item 6 by reference as if fully set forth herein.

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Item 7. Material to Be Filed as Exhibits.

1. Exhibit A - Joint Filing Agreement pursuant to Rule 13d-1(k).
2. Underwriting Agreement ((including the form of lock-up agreement attached as Exhibit A thereto to which EB Nevada Inc and James Kim are parties) is incorporated herein by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2006).
3. Schedule I - Directors and Executive Officers.
4. Schedule II - Kim Family.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: April 18, 2006

| | |
|-----------------------------------------------|----------------|
| /s/ James J. Kim* James J. Kim | April 18, 2006 |
| /s/ Agnes C. Kim* Agnes C. Kim | April 18, 2006 |
| /s/ David D. Kim* David D. Kim, as Trustee | April 18, 2006 |
| /s/ John T. Kim* John T. Kim, as Trustee | April 18, 2006 |
| /s/ Susan Y. Kim* Susan Y. Kim, as Trustee | April 18, 2006 |

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David D. Kim Trust of 12/31/87

By: /s/ David D. Kim* April 18, 2006
David D. Kim, as Trustee

John T. Kim Trust of 12/31/87

By: /s/ John T. Kim* April 18, 2006
John T. Kim, as Trustee

Susan Y. Kim Trust of 12/31/87

By: /s/ Susan Y. Kim* April 18, 2006
Susan Y. Kim, as Trustee

EB Nevada Inc.

By: /s/ Susan Y. Kim* April 18, 2006
Name: Susan Y. Kim
Title: Senior Vice President

The Electronics Boutique, Inc.

By: /s/ Memma S. Kilgannon April 18, 2006
Name: Memma S. Kilgannon
Title: Assistant Secretary

/s/ Memma S. Kilgannon April 18, 2006
*Memma S. Kilgannon, as attorney in fact
for each reporting person indicated, pursuant to
powers-of attorney previously filed with the
Securities and Exchange Commission

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EXHIBIT A

This Agreement made by the undersigned persons certifies that each undersigned person agrees that the statement on Schedule 13D to which this Exhibit A is attached is filed on behalf of each of them individually, and who together may be deemed a group.

Each undersigned person further agrees that the information as it pertains to each undersigned is accurate and complete, and that each undersigned has no knowledge or reason to believe that information as it relates to the other persons making this filing is inaccurate.

/s/ James J. Kim* April 18, 2006
James J. Kim

/s/ Agnes C. Kim* April 18, 2006
Agnes C. Kim

/s/ David D. Kim* April 18, 2006
David D. Kim, as Trustee

/s/ John T. Kim* April 18, 2006
John T. Kim, as Trustee

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/s/ Susan Y. Kim* April 18, 2006
 Susan Y. Kim, as Trustee

David D. Kim Trust of 12/31/87

By: /s/ David D. Kim* April 18, 2006
 David D. Kim, as Trustee

John T. Kim Trust of 12/31/87

By: /s/ John T. Kim* April 18, 2006
 John T. Kim, as Trustee

Susan Y. Kim Trust of 12/31/87

By: /s/ Susan Y. Kim* April 18, 2006
 Susan Y. Kim, as Trustee

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EB Nevada Inc.

By: /s/ Susan Y. Kim* April 18, 2006
 Name: Susan Y. Kim
 Title: Senior Vice President

The Electronics Boutique, Inc.

By: /s/ Memma S. Kilgannon April 18, 2006
 Name: Memma S. Kilgannon
 Title: Assistant Secretary

/s/ Memma S. Kilgannon April 18, 2006
 *Memma S. Kilgannon, as attorney in fact
 for each reporting person indicated, pursuant to
 powers-of attorney previously filed with the
 Securities and Exchange Commission

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Schedule I

Directors and Executive Officers

EB NEVADA INC.

| Name | Title | Citizenship | Principal Occupation or Employment principal business, and address of other organization in which su conducted) |
|--------------|--------------------------------------------------|---------------|--------------------------------------------------------------------------------------------------------------------------|
| James J. Kim | Director, President & Chief Executive Officer | United States | Chairman of the Board, Electronics Corp.; Chairman of the Board and Ch |

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Officer, Amkor Technology, Inc., 1900 South Price Road, Chandler, Arizona, 85248
 President and Director, EB Services Corporation;
 President, The Electronics Boutique Holdings Corp.; and Director,
 President, CEO and Director, EB Nevada, Inc.

| | | | |
|--------------|---------------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Susan Y. Kim | Director, Senior Vice President, Chief Financial Officer, Secretary & Treasurer | United States | Director, Electronics Boutique Holdings Corp.; Treasurer, EB Services Corporation; Electronics Boutique, Inc.; and Director, CFO, Secretary and Treasurer, EB Nevada, Inc. |
| Agnes C. Kim | Director | United States | Director, EB Nevada Inc.; Director, Electronics Boutique, Inc. |

THE ELECTRONICS BOUTIQUE, INC.

| Name | Title | Citizenship | Principal Occupation or Employment (including name, principal business, and address of other organization in which such occupation is conducted) |
|-----------------|---------------------|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| James J. Kim | President | United States | Chairman of the Board, Electronics Boutique Holdings Corp.; Chairman of the Board and Chief Executive Officer, Amkor Technology, Inc., 1900 South Price Road, Chandler, Arizona, 85248 President and Director, EB Services Corporation; President, The Electronics Boutique Holdings Corp.; and Director, President, CEO and Director, EB Nevada, Inc. |
| Susan Y. Kim | Treasurer | United States | Director, Electronics Boutique Holdings Corp.; Treasurer, EB Services Corporation; Electronics Boutique, Inc.; and Director, CFO, Secretary and Treasurer, EB Nevada, Inc. |
| Agnes C. Kim | Director | United States | Director, EB Nevada Inc.; and Director, Electronics Boutique, Inc. |
| Memma Kilgannon | Assistant Secretary | United States | Assistant Secretary, The Electronics Boutique Holdings Corp. and Assistant Secretary, EB Services Corporation. |

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Schedule II

Kim Family

| Name | Principal Occupation or Employment (including name, principal business, and address of other organization in which such employment is conducted) |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| James J. Kim | Chairman of the Board, Electronics Boutique Holdings Corp.; Chairman of the Board and Chief Executive Officer, Amkor Technology, Inc., 1900 South Price Road, Chandler, Arizona, |

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85248; President and Director, EB Services Corporation;
President, The Electronics Boutique, Inc.; and President and
Director, EB Nevada Inc.

Agnes C. Kim Director, EB Nevada Inc.; Director, The Electronics Boutique,
Inc.

Susan Y. Kim Director, Electronics Boutique Holdings Corp.; Treasurer, EB
Services Corporation; Treasurer, The Electronics Boutique,
Inc.; and Director, Secretary and Treasurer, EB Nevada Inc.

David D. Kim Private Investor, 569 Portlock Road, Honolulu, HI 96825

John T. Kim Director, Amkor Technology, Inc., 1900 S. Price Road,
Chandler, AZ 85248.
