

GAMESTOP HOLDINGS CORP
 Form 3
 October 14, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KIM SUSAN Y</p> <p>(Last) (First) (Middle)</p> <p>1345 ENTERPRISE DRIVE</p> <p>(Street)</p> <p>WEST CHESTER, Â PA Â 19380</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GAMESTOP HOLDINGS CORP [GME]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Exhibit 1</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common stock, par value \$.001 per share | 10 | D <u>(1)</u> | Â |
| Common stock, par value \$.001 per share | 10 | D <u>(2)</u> | Â |
| Common stock, par value \$.001 per share | 10 | D <u>(3)</u> | Â |
| Common stock, par value \$.001 per share | 10 | I | See Exhibit 5 |
| Common stock, par value \$.001 per share | 10 | I | See Exhibit 6 |
| Common stock, par value \$.001 per share | 10 | I | See Exhibit 7 |
| Common stock, par value \$.001 per share | 47 | D <u>(4)</u> | Â |
| Common stock, par value \$.001 per share | 9,115,873 | D <u>(5)</u> | Â |
| Common stock, par value \$.001 per share | 9,115,873 | D <u>(6)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| KIM SUSAN Y 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| KIM JOHN T 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| KIM DAVID D 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| SUSAN Y KIM TRUST OF 12/31/87 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| KIM AGNES C 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| EB NEVADA INC 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| DAVID D KIM TRUST OF 12/31/87 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| JOHN T KIM TRUST OF 12/31/87 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380 | Â | Â X | Â | See Exhibit 1 |
| ELECTRONICS BOUTIQUE INC 1345 ENTERPRISE DRIVE | Â | Â X | Â | See Exhibit 1 |

WEST CHESTER, PA 19380

Signatures

/s/ Memma Kilgannon, Attorney in Fact for Susan Y. Kim

10/14/2005

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 2
- (2) See Exhibit 3
- (3) See Exhibit 4
- (4) See Exhibit 8
- (5) See Exhibit 9
- (6) See Exhibit 10

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Remarks:

Each of the reporting persons disclaims beneficial ownership of the securities, and this report shall be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16(b) of the Securities Exchange Act of 1934, as amended or for any other purpose.

In connection with an Agreement and Plan of Merger ("Merger Agreement"), dated as of April 17, 2005, between GameStop Electronics Boutique Holdings Corp. ("EB"), and certain other parties, each of the reporting persons holds shares of the Issuer in exchange for shares of EB common stock, previously held by the reporting person.

Exhibit 11: Joint Filer Information and Signatures.

Exhibit 12: Powers of Attorney for David T. Kim, Susan Y. Kim, John T. Kim and Agnes C. Kim.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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