

GameStop Corp.
Form 8-K
June 27, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 27, 2013 (June 25, 2013)

GAMESTOP CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-32637
(Commission
File Number)

20-2733559
(I.R.S. Employer
Identification No.)

Edgar Filing: GameStop Corp. - Form 8-K

625 Westport Parkway, Grapevine, TX

(Address of principal executive offices)

Registrant's telephone number, including area code (817) 424-2000

76051

(Zip Code)

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

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

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 25, 2013, GameStop Corp. (the Company) held its annual meeting of stockholders (the Annual Meeting). At the Annual Meeting, four Directors were voted on for re-election and three proposals were voted on, with the final results set forth below.

1. The Company's stockholders elected each of the four nominees for director for a three-year term with the vote specified below:

| Nominee | For | Withheld | Abstain | Broker Non-votes |
|---------------------|------------|-----------|---------|------------------|
| Jerome L. Davis | 94,423,810 | 1,212,628 | 172,367 | 23,047,021 |
| R. Richard Fontaine | 93,939,604 | 1,705,669 | 163,532 | 23,047,021 |
| Steven R. Koonin | 94,427,211 | 1,209,768 | 171,826 | 23,047,021 |
| Stephanie M. Shern | 92,955,824 | 2,691,244 | 161,737 | 23,047,021 |

2. The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the named executive officers of the Company, by the following vote:

| | |
|-------------------|------------|
| For: | 84,712,409 |
| Against: | 10,894,456 |
| Abstain: | 201,940 |
| Broker Non-votes: | 23,047,021 |

3. The Company's stockholders approved, by the following vote, to amend the Company's Second Amended and Restated Certificate of Incorporation to declassify the Company's board of directors (the Board):

| | |
|-------------------|------------|
| For: | 95,194,597 |
| Against: | 430,279 |
| Abstain: | 183,929 |
| Broker Non-votes: | 23,047,021 |

On June 26, 2013, the Company filed a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation reflecting the Board approved amendment with the Secretary of State of the State of Delaware (the Certificate of Amendment), which became effective upon filing. The description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein. A conforming amendment was made to the Company's By-laws, which is attached hereto as Exhibit 3.2 and incorporated by reference herein.

4. The Company's stockholders approved, by the following vote, the GameStop Corp. Amended and Restated 2011 Incentive Plan (the "Plan").

| | |
|-------------------|------------|
| For: | 91,993,071 |
| Against: | 3,619,448 |
| Abstain: | 196,286 |
| Broker Non-votes: | 23,047,021 |

The approved Plan, as revised, is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

ITEM 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

- 3.1 Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of GameStop Corp.
- 3.2 Amendment to Second Amended and Restated By-laws of GameStop Corp.
- 10.1 GameStop Corp. Amended and Restated 2011 Incentive Plan.

SIGNATURES

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

GAMESTOP CORP.

Date: June 27, 2013

By: /s/ Robert A. Lloyd
Robert A. Lloyd

Executive Vice President and

Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of GameStop Corp. |
| 3.2 | Amendment to Second Amended and Restated By-laws of GameStop Corp. |
| 10.1 | GameStop Corp. Amended and Restated 2011 Incentive Plan. |