

GSC Holdings Corp.

Form 3

October 11, 2005

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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)

1. Name and Address of Reporting
Person *

Â FONTAINE R RICHARD

(Last)

(First)

(Middle)

C/O GAMESTOP CORP.,Â 625
WESTPORT PARKWAY

(Street)

GRAPEVINE,Â TXÂ 76051

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/08/2005

3. Issuer Name **and** Ticker or Trading Symbol
GSC Holdings Corp. [GME]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Chairman and CEO

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**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)Class A Common Stock, par value \$.001 per
share ⁽¹⁾ 100

D Â

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

SEC 1473 (7-02)

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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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) <u>(1)</u>	10/08/2005	12/04/2010	Class A Common Stock	212,500	\$ 3.53	D	Â
Stock Option (Right to Buy) <u>(1)</u>	10/08/2005	02/12/2012	Class A Common Stock	660,000	\$ 18	D	Â
Stock Option (Right to Buy) <u>(1)</u>	Â <u>(2)</u>	03/25/2013	Class A Common Stock	63,000	\$ 11.8	D	Â
Stock Option (Right to Buy) <u>(1)</u>	Â <u>(3)</u>	03/01/2014	Class A Common Stock	141,000	\$ 18.57	D	Â
Stock Option (Right to Buy) <u>(1)</u>	Â <u>(4)</u>	03/10/2015	Class A Common Stock	150,000	\$ 20.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FONTAINE R RICHARD C/O GAMESTOP CORP. 625 WESTPORT PARKWAY GRAPEVINE, TX 76051	Â X	Â	Â Chairman and CEO	Â

Signatures

/s/ R. Richard Fontaine 10/11/2005

 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).

As a result of, and pursuant to, the consummation on October 8, 2005 of the business combination transaction (the "Transaction") between GameStop Corp., now known as GameStop Holdings Corp. (the "Company"), and Electronics Boutique Holdings Corp. pursuant to which the Company became a wholly owned subsidiary of GSC Holdings Corp., now known as GameStop Corp. ("GameStop"), (a)

(1) each share of the Reporting Person's company Class A Common Stock was converted into the right to receive one share of GameStop Class A Common Stock and (b) each of the Reporting Person's options to acquire shares of Company Class A Common Stock, whether or not vested immediately prior to the effective time of the Transaction, was converted into the right to receive an option to acquire an equal number of shares of GameStop Class A Common Stock at the same exercise price.

(2) Two thirds of these options are immediately exercisable and one third becomes exercisable on March 26, 2006.

(3)

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One third of these options are immediately exercisable and the remaining two thirds become exercisable on March 2 of each of the years 2006 and 2007.

(4) One third of these options become exercisable on March 11 of each of the years 2006 through 2008.

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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