

Edgar Filing: GameStop Corp. - Form SC 13D

GameStop Corp.
Form SC 13D
October 12, 2005

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.)*

GameStop Corp.

(Name of Issuer)

Class A Common Stock, par value \$.001 per share

(Title of Class of Securities)

36467W 10 9

(CUSIP Number)

R. Richard Fontaine
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000

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

October 8, 2005

(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(b) for other parties to whom copies are to be sent.

* 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 Act of 1934 (the "Act") 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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NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Leonard Riggio

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF 5 SOLE VOTING POWER
SHARES 4,510,000

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 4,510,000

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,510,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.6%

12 TYPE OF REPORTING PERSON
IN

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Item 1. Security and Issuer.

This statement on Schedule 13D (the "Schedule 13D") is filed in connection with the Class A Common Stock, par value \$.001 per share (the "Company Class A Common Stock"), of GameStop Corp. (formerly known as GSC Holdings Corp.), a Delaware corporation (the "Company"), with its principal executive offices at 625 Westport Parkway, Grapevine, Texas 76051.

Item 2. Identity and Background.

(a) The statement is filed by Mr. Leonard Riggio (the "Reporting Person").

(b) The business address of the Reporting Person is:

Barnes & Noble, Inc.

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122 Fifth Avenue
New York, NY 10011

(c) The Reporting Person's principal occupation is Chairman of the Board of Barnes & Noble, Inc., a retail bookseller with its principal offices located at 122 Fifth Avenue, New York, NY 10011.

(d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, the Reporting Person was not 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) The Reporting Person is a citizen of the United States of America and a resident of New York.

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

On October 8, 2005, two wholly-owned subsidiaries of the Company merged with and into GameStop Holdings Corp., formerly known as GameStop Corp. ("Holdings"), and Electronics Boutique Holdings Corp. ("EB"), respectively, and Holdings and EB became wholly-owned subsidiaries of the Company (the "Mergers"). The Mergers were effected pursuant to the Agreement and Plan of Merger, dated as of April 17, 2005, by and among Holdings, GameStop, Inc., the Company, Cowboy Subsidiary LLC, Eagle Subsidiary LLC and EB.

At the effective time of the Mergers (the "Effective Time"), the securities owned by Holdings stockholders were converted into the right to receive Company securities in the following manner: (i) each share of Holdings Class A Common Stock was converted into the

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right to receive one share of Company Class A Common Stock; (ii) each share of Holdings Class B Common Stock was converted into the right to receive one share of Company Class B Common Stock; (iii) each share of Holdings restricted stock, whether or not vested immediately prior to the Effective Time, was converted into the right to receive one share of Company restricted stock on the same terms and conditions; and (iv) each option to acquire shares of Holdings Class A Common Stock, whether or not vested immediately prior to the Effective Time, was converted into the right to receive an option to acquire an equal number of shares of Company Class A Common Stock on the same terms and conditions.

Pursuant to, and as a result of, the consummation of the Mergers, the Reporting Person received (a) an immediately exercisable option to acquire 4,500,000 shares of Company Class A Common Stock (the "Option Shares") at an exercise price of \$4.51 per share in exchange for an immediately exercisable option to acquire an equal number of Holdings Class A Common Stock at the same exercise price and (b) 10,000 shares of restricted Company Class A Common Stock (together with the Option Shares, the "Shares"), which vest in equal installments on the first and second anniversaries of the original September 8, 2005 grant date.

Item 4. Purpose of Transaction.

As described in Item 3 above, the Shares beneficially owned by the Reporting Person were acquired upon the conversion of shares of restricted

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Holdings Class A Common Stock and options to acquire Holdings Class A Common Stock pursuant to the Mergers.

The Reporting Person has no current plans or proposals with respect to any of the items described in (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person beneficially owns 4,510,000 shares of Company Class A Common Stock, or 10.6% of the Company Class A Common Stock issued and outstanding as of October 10, 2005. The Reporting Person has a right to acquire all of the Shares. After giving effect to the Company Class B Common Stock outstanding as of October 10, 2005, the Shares would constitute a 6.2% economic interest, and a 1.3% voting interest, in the Company.

(b) The Reporting Person has the sole power to vote or direct the vote of all of the Shares.

(c) Except as described herein, the Reporting Person has not effected any transactions in the Shares during the past sixty days.

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

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Not applicable.

Item 7. Material to be Filed as Exhibits

Not applicable.

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Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and accurate.

/s/ Leonard Riggio

Leonard Riggio

Dated: October 12, 2005