

GameStop Corp.
Form S-8
February 04, 2010

As filed with the Securities and Exchange Commission on February 4, 2010

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GameStop Corp.

(Exact name of registrant as specified in its charter)

Delaware

20-2733559

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

625 Westport Parkway

Grapevine, Texas

76051

(Address of Principal Executive Offices)

(Zip Code)

Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan
(Full title of the plan)

Daniel A. DeMatteo
Chief Executive Officer
GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000

(Name, address and telephone number of agent for service)

Copies to:

Jay M. Dorman, Esq.
 Bryan Cave LLP
 1290 Avenue of the Americas
 New York, New York 10104

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|---|--------------------------------|---|---|-----------------------------------|
| Class A Common Stock, par value \$.001 per share | 3,000,000(2) | \$19.87 | \$59,610,000.00 | \$4,250.19 |

(1) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and (h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low prices for such security as reported on the New York Stock Exchange on February 1, 2010.

(2) Represents the increase in the maximum number of shares of Class A Common Stock reserved for issuance under the Registrant’s Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan. 43,500,000 shares of Class A Common Stock have been previously registered under GameStop Holdings Corp.’s Registration Statement on Form S-8 (No. 333-82652) filed February 13, 2002 and Registration Statement on Form S-8 (No. 333-126154) filed June 27, 2005 and GameStop Corp.’s Registration Statement on Form S-8 (No. 333-144777) filed July 23, 2007. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A Common Stock that become issuable under the options covered hereby by reason of any stock dividend, stock split, recapitalization, anti-dilution provisions or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of Class A Common Stock.

STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 3,000,000 shares of Class A Common Stock, par value \$.001 per share, of the Registrant reserved for issuance under the Registrant's Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan. The Company's Board of Directors and shareholders approved this increase. Pursuant to and as permitted by General Instruction E to Form S-8, the contents of GameStop Holdings Corp.'s Registration Statements on Form S-8, File No. 333-82652 and No. 333-126154 and GameStop Corp.'s Registration Statement on Form S-8, File No. 333-144777, including, without limitation, periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant are hereby incorporated by reference herein, and the opinions and consents listed in Item 8 below are attached hereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement for 2009 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on May 22, 2009).
 - 5.1 Opinion of Bryan Cave LLP, counsel to GameStop Corp., as to certain legal matters in connection with the shares of Class A Common Stock being registered.
 - 23.1 Consent of BDO Seidman, LLP.
 - 23.2 Consent of Bryan Cave LLP (included as part of Exhibit 5.1).
 - 24.1 Power of Attorney (included on signature page of this Registration Statement).
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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grapevine, State of Texas, on the 4th day of February, 2010.

GAMESTOP CORP.

By: /s/ Daniel A. DeMatteo
Daniel A. DeMatteo
Chief Executive Officer

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint R. Richard Fontaine, Daniel A. DeMatteo and Catherine R. Smith, and each or any of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement on Form S-8, and to file the same with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Capacity | Date |
|--|--|------------------|
| /s/ R. Richard Fontaine R. Richard Fontaine | Executive Chairman of the Board and Director | February 4, 2010 |
| /s/ Daniel A. DeMatteo Daniel A. DeMatteo | Chief Executive Officer and Director (Principal Executive Officer) | February 4, 2010 |
| /s/ Catherine R. Smith Catherine R. Smith | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 4, 2010 |
| /s/ Robert A. Lloyd Robert A. Lloyd | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 4, 2010 |
| /s/ Jerome L. Davis Jerome L. Davis | Director | February 4, 2010 |
| /s/ Steven R. Koonin Steven R. Koonin | Director | February 4, 2010 |
| /s/ Leonard Riggio Leonard Riggio | Director | February 4, 2010 |

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| /s/ Michael N. Rosen Michael N. Rosen | Director | February 4, 2010 |
| /s/ Stephanie M. Shern Stephanie M. Shern | Director | February 4, 2010 |
| /s/ Stanley P. Steinberg Stanley P. Steinberg | Director | February 4, 2010 |
| /s/ Gerald R. Szczepanski Gerald R. Szczepanski | Director | February 4, 2010 |
| /s/ Edward A. Volkwein Edward A. Volkwein | Director | February 4, 2010 |
| /s/ Lawrence S. Zilavy Lawrence S. Zilavy | Director | February 4, 2010 |

EXHIBIT INDEX

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