

Edgar Filing: GameStop Corp. - Form SC 13D/A

GameStop Corp.
Form SC 13D/A
May 09, 2007

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. 2) *

GameStop Corp.
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

1326380
(CUSIP Number)

Merrill R. Steiner, Esq.
Stradley Ronon Stevens amp; Young LLP
2600 One Commerce Square
Philadelphia, Pennsylvania 19103
(215) 564-8039

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

May 2, 2007

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

(Continued on following pages)

*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

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Act of 1934 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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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
The Group is comprised of the following persons:
 1. James J. Kim
 2. Agnes C. Kim
 3. David D. Kim, as Trustee
 4. John T. Kim, as Trustee
 5. Susan Y. Kim, as Trustee
 6. David D. Kim Trust of 12/31/87
 7. John T. Kim Trust of 12/31/87
 8. Susan Y. Kim Trust of 12/31/87
 9. EB Nevada Inc.
 10. The Electronics Boutique, Inc.
2. Check the Appropriate Box if a Member of a Group*
(a) (b)
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6. Citizenship or Place of Organization
Not applicable; not organized
- Number of Shares Beneficially Owned by Each Reporting Person With
 7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
 8. Shared Voting Power 2,270,300 shares, or 1.5% of the Class A common stock outstanding
 9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding
 10. Shared Dispositive Power 2,238,300 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,270,300 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* 00

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
James J. Kim
 2. Check the Appropriate Box if a Member of a Group*
(a) (b)
 3. SEC Use Only
 4. Source of Funds*
Not applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States Citizen
- | | |
|---|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. Sole Voting Power 38,400 shares, or less than 0.1% of the Class A common stock outstanding |
| | 8. Shared Voting Power 2,270,240 shares, or 1.5% of the Class A common stock outstanding |
| | 9. Sole Dispositive Power 32,000 shares, or less than 0.1% of the Class A common stock outstanding |
| | 10. Shared Dispositive Power 2,231,900 shares, or 1.5% of the Class A common stock outstanding |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,270,240 shares of Class A common stock outstanding
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
 13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
 14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Agnes C. Kim
2. Check the Appropriate Box if a Member of a Group*
(a) (b)
3. SEC Use Only
4. Source of Funds*

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Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
United States Citizen
- | | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding |
| | 8. | Shared Voting Power 2,231,840 shares, or 1.5% of the Class A common stock outstanding |
| | 9. | Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding |
| | 10. | Shared Dispositive Power 2,231,840 shares, or 1.5% of the Class A common stock outstanding |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,840 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
David D. Kim, as Trustee
2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
United States Citizen
- | | | |
|---|----|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding |
| | 8. | Shared Voting Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding |
| | 9. | Sole Dispositive Power 0 shares, or 0% of the Class A common |

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stock outstanding

10. Shared Dispositive Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,766 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
John T. Kim, as Trustee
2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
United States Citizen
- Number of Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
8. Shared Voting Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding
10. Shared Dispositive Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,766 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Susan Y. Kim, as Trustee
2. Check the Appropriate Box if a Member of a Group*
(a) (b)
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6. Citizenship or Place of Organization
United States Citizen
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
8. Shared Voting Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding
10. Shared Dispositive Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,766 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
David D. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group*
(a) (b)
3. SEC Use Only
4. Source of Funds*
Not applicable

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5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
United States Citizen
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
8. Shared Voting Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding
10. Shared Dispositive Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,766 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
John T. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
United States Citizen
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
8. Shared Voting Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding

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10. Shared Dispositive Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,766 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Susan Y. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group*
(a) (b)
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6. Citizenship or Place of Organization
United States Citizen
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
8. Shared Voting Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding
10. Shared Dispositive Power 2,231,766 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,766 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* IN

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
EB Nevada Inc.
2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) []
6. Citizenship or Place of Organization
Organized in the State of Nevada
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding
8. Shared Voting Power 2,231,746 shares, or 1.5% of the Class A common stock outstanding
9. Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding
10. Shared Dispositive Power 2,231,746 shares, or 1.5% of the Class A common stock outstanding
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,746 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* CO

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1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
The Electronics Boutique, Inc.
2. Check the Appropriate Box if a Member of a Group*
(a) [] (b) []
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item

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2(d) or 2(e) []

6. Citizenship or Place of Organization

Organized in the Commonwealth of Pennsylvania

- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power 0 shares, or 0% of the Class A common stock outstanding |
| | 8. | Shared Voting Power 2,231,746 shares, or 1.5% of the Class A common stock outstanding |
| | 9. | Sole Dispositive Power 0 shares, or 0% of the Class A common stock outstanding |
| | 10. | Shared Dispositive Power 2,231,746 shares, or 1.5% of the Class A common stock outstanding |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,231,746 shares of Class A common stock outstanding
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* [X]
13. Percent of Class Represented by Amount in Row (11) 1.5% of the Class A common stock outstanding
14. Type of Reporting Person* CO

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This statement is the second amendment to the statement on Schedule 13D previously filed by the Reporting Persons (as defined in Item 2 below) on October 17, 2005. This amendment is filed to report changes in their beneficial ownership as further described in Item 5 below. The Schedule 13D is hereby amended and restated to read in its entirety as follows:

Item 1. Security and Issuer.

This Statement on Schedule 13D (the "Schedule 13D") relates to the shares of Class A common stock, par value \$0.001 per share ("Common Stock"), of GameStop Corp., a Delaware corporation ("Gamestop Corp." or the "Issuer"), with its principal place of business at 625 Westport Parkway, Grapevine, Texas, 76051.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed by a group of persons consisting of James J. Kim, Agnes C. Kim, David D. Kim, as Trustee, John T. Kim, as Trustee, Susan Y. Kim, as Trustee (the "Kim Family"), David D. Kim Trust of 12/31/87, John T. Kim Trust of 12/31/87, Susan Y. Kim Trust of 12/31/87 (the "Kim Trusts"), EB Nevada Inc., a Nevada corporation, and The Electronics Boutique, Inc., a Pennsylvania corporation, (the "Kim Companies" and together with the Kim Family and the Kim Trusts, the "Reporting Persons"). Attached as Schedule I hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment, and (d) the name, principal business, and address of any corporation or other organization in which such employment is conducted, of each director and executive officer of each of the Kim Companies.

(b) The principal business address for the Kim Family and the Kim Trusts is 1345 Enterprise Drive, West Chester, Pennsylvania, 19380. The principal business

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address for EB Nevada Inc. is 2251A Renaissance Drive, Suite 4, Las Vegas, Nevada, 89119. The principal business address for The Electronics Boutique, Inc. is 931 South Matlack Street, West Chester, Pennsylvania, 19382.

(c) Attached as Schedule II hereto and incorporated herein by reference is a list containing (a) the present principal occupation or employment and (b) the name, principal business, and address of any corporation or other organization in which such employment is conducted, of each member of the Kim Family. The principal business of the Kim Trusts is purchasing, holding, and selling securities and other assets for investment purposes. The principal business of the EB Nevada Inc. is purchasing, holding, and selling securities of the Issuer and other companies for investment purposes. The principal business of The Electronics Boutique, Inc. is purchasing, holding, and selling securities of EB Nevada Inc. for investment purposes.

(d) None of the Reporting Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been 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 state securities laws or finding any violation with respect to such laws.

(e) To the knowledge of the Reporting Persons, during the last five years, none of the directors or officers of the Kim Companies has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been 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) For each Reporting Person, the response to Row 6 on the cover page, indicating the citizenship or place of organization of such person, is incorporated herein by reference.

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

The Reporting Persons initially acquired their shares of Common Stock on October 8, 2005 in exchange for shares of common stock of Electronics Boutique Holdings Corp., as further described in Item 5(b) below. The Issuer completed a 2 for 1 stock split in March 2007.

Item 4. Purpose of Transaction.

EB Nevada Inc. sold 6,000,000 shares of common stock of the issuer on May 2, 2007 in order to engage in other passive investment opportunities. One or more of the Reporting Person may in the future, respectively, on his own behalf and/or on behalf of his spouse, or a trust, for passive investment purposes, as described above, acquire beneficial ownership of shares of Common Stock of the Issuer, in the open market or otherwise, and may also, depending on then current circumstances, dispose of all or a portion of the Common Stock beneficially owned by the Reporting Person in a transaction or multiple transactions. Other than as described above, none of the Reporting Persons has any present plans or proposals which relate to or that would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) For each Reporting Person, the response to Rows 11 and 13 on the cover page, indicating the aggregate number and percentage of shares of Common Stock

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beneficially owned by each Reporting Person, is incorporated herein by reference. The ownership percentages were calculated based on 152,577,362 outstanding shares of Class A Common Stock as of March 23, 2007 as reported in the Form 10-K of GameStop Corp. for the fiscal year ended February 3, 2007. Each Reporting Person states that the filing of this Schedule 13D shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Securities Act of 1933, as amended, the beneficial owner of the shares of Common Stock reported as beneficially owned by the other Reporting Persons in this Schedule 13D.

(b) For each Reporting Person, the response to Row 7 on the cover page, indicating the number of shares as to which such person has the sole power to vote or to direct the vote, is incorporated herein by reference.

For each Reporting Person, the response to Row 8 on the cover page, indicating the aggregate number of shares as to which such person has shared power to vote or to direct the vote, is incorporated herein by reference.

For each Reporting Person, the response to Row 9 on the cover page, indicating the number of shares as to which such person has the sole power to dispose or to direct the disposition, is incorporated herein by reference.

For each Reporting Person, the response to Row 10 on the cover page, indicating the number of shares as to which such person has the shared power to dispose or to direct the disposition, is incorporated herein by reference.

As reported in the initial Schedule 13D filed by the Reporting Persons on October 17, 2005, pursuant to an Agreement and Plan of Merger (the "Merger Agreement") among The Electronics Boutique Holdings Corp. ("EB"), GameStop Corp., GameStop, Inc., a Minnesota corporation, GSC Holdings Corp., a Delaware corporation, Cowboy Subsidiary LLC, a Delaware limited liability company, and Eagle Subsidiary LLC, a Delaware limited liability company, shares of EB were exchanged on October 8, 2005 at a closing held at the offices of Bryan Cave LLP (counsel to GameStop Corp.) New York, New York as follows:

James J. Kim and Agnes C. Kim exchanged 60 shares of EB they owned jointly and severally for 47 shares of GameStop Corp, which they own jointly and severally

David D. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (David D. Kim, is Trustee of this Trust). (1)

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John T. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (John T. Kim, is Trustee of this Trust).(1)

Susan Y. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (Susan Y. Kim, is Trustee of this Trust). (1)

EB Nevada Inc. exchanged 11,569,100 shares of EB for 9,115,873 shares of GameStop Corp. (The Electronics Boutique, Inc. owns all of the issued and outstanding shares of capital stock of EB Nevada, Inc.). (1)

(1) Following the April 10, 2006 sale described above in this Item 5(b), the Kim Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987, with David D. Kim as trustee of the David D. Kim Trust of December 31, 1987, Susan Y. Kim as trustee of the Susan Y. Kim Trust of

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December 31, 1987 and John T. Kim as trustee of the John T. Kim Trust of December 31, 1987, were deemed to hold indirectly 4,115,873 shares of Common Stock through The Electronics Boutique, Inc. and EB Nevada Inc. The trust agreement for each of these trusts authorizes the trustees of the trusts to vote the shares of common stock held by The Electronics Boutique, Inc. and EB Nevada Inc, in their discretion, in concert with James Kim's family. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim Trusts listed above.

Since the initial Schedule 13D filing described above, (i) on February 10, 2006 James J. Kim was granted 9,600 restricted shares of Common Stock by the Issuer and (ii) on April 10, 2006 EB Nevada Inc. sold 5,000,000 shares of GameStop Corp. to Citigroup Global Markets Inc. (the "Underwriter") at \$46.60 per share (before underwriting commissions and other offering expenses) pursuant to the Underwriting Agreement (as defined below). The February 10, 2006 restricted share grant was made to Mr. Kim in his capacity as a director pursuant to the Amended and Restated GameStop Corp. 2001 Incentive Plan (the "Plan"). Of the restricted shares of Common Stock, James J. Kim received on February 10, 2006, one-third vest in equal installments on February 10 of each of the years 2007 through 2009.

EB Nevada Inc. sold such 5,000,000 shares pursuant to an Underwriting Agreement, dated April 10, 2006 (the "Underwriting Agreement"), among the Underwriter, the Issuer, EB Nevada Inc. and Leonard Riggio (Mr. Riggio together with EB Nevada Inc., the "Selling Stockholders"). The Underwriting Agreement contains customary representations, warranties, indemnities and agreements by the Issuer and the Selling Stockholders. The Issuer, the Selling Stockholders and the Issuer's executive officers and directors have agreed with the Underwriter not to sell, dispose of or hedge any shares of the Issuer's Class A common stock or securities convertible into Class A common stock, subject to specified exceptions, for 45 days after the date of the Underwriting Agreement. The description herein of the material terms of the Underwriting Agreement (including the lock-up agreement attached as Exhibit A to Amendment No. 1 of this Schedule 13D filed on April 10, 2006, which is incorporated by reference herein) is qualified in its entirety by reference to the complete text of the Underwriting Agreement, which is incorporated herein by reference to Exhibit 1.1 to the Issuer's Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2006.

(c) On February 9, 2007, James J. Kim was granted an additional 9,600 restricted shares of Common Stock by the Issuer in his capacity as a director of the Issuer pursuant to the Plan, and these shares vest in three equal installments on February 10 of each of the years 2008 through 2010. Of the restricted shares of Common Stock, which James J. Kim received on February 10, 2006 as a director under the Plan, 3,200 shares vested on February 10, 2007.

As stated above, in March 2007, the Issuer completed a 2 for 1 stock split of the shares of Common Stock.

EB Nevada Inc. sold on the open market 6,000,000 shares of Common Stock on May 2, 2007 at a price of \$32.85 per share in order to engage in other passive investment opportunities.

(d) Not applicable.

(e) On May 2, 2007, each of the Reporting Persons in this statement on Schedule 13D ceased to be the beneficial owner of more than five percent of the class of Common Stock.

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

EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987. David D. Kim is the trustee of the David D. Kim Trust of December 31, 1987, Susan Y. Kim is the trustee of the Susan Y. Kim Trust of December 31, 1987 and John T. Kim is the trustee of the John T. Kim Trust of December 31, 1987. The trust agreement for each of these trusts authorizes the trustees of the trusts to vote the shares of Common Stock common stock held by The Electronics Boutique, Inc. and EB Nevada Inc, in their discretion, in concert with James Kim's family.

Item 7. Material to Be Filed as Exhibits.

1. Schedule I - Directors and Executive Officers.
2. Schedule II - Kim Family Reporting Persons.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: May 7, 2007

/s/ James J. Kim* May 7, 2007
James J. Kim

/s/ Agnes C. Kim* May 7, 2007
Agnes C. Kim

/s/ David D. Kim* May 7, 2007
David D. Kim, as Trustee

/s/ John T. Kim* May 7, 2007
John T. Kim, as Trustee

/s/ Susan Y. Kim* May 7, 2007
Susan Y. Kim, as Trustee

David D. Kim Trust of 12/31/87

By: /s/ David D. Kim* May 7, 2007
David D. Kim, as Trustee

John T. Kim Trust of 12/31/87

By: /s/ John T. Kim* May 7, 2007
John T. Kim, as Trustee

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Susan Y. Kim Trust of 12/31/87

By: /s/ Susan Y. Kim* May 7, 2007
Susan Y. Kim, as Trustee

EB Nevada Inc.

By: /s/ Susan Y. Kim* May 7, 2007
Name: Susan Y. Kim
Title: Senior Vice President

The Electronics Boutique, Inc.

By: /s/Memma S. Kilgannon May 7, 2007
Name: Memma S. Kilgannon
Title: Assistant Secretary

/s/Memma S. Kilgannon May 7, 2007
*Memma S. Kilgannon, as attorney in fact
for each reporting person indicated, pursuant to
powers-of attorney previously filed with the
Securities and Exchange Commission

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EXHIBIT A

This Agreement made by the undersigned persons certifies that each undersigned person agrees that the statement on Schedule 13D to which this Exhibit A is attached is filed on behalf of each of them individually, and who together may be deemed a group.

Each undersigned person further agrees that the information as it pertains to each undersigned is accurate and complete, and that each undersigned has no knowledge or reason to believe that information as it relates to the other persons making this filing is inaccurate.

/s/ James J. Kim* May 7, 2007
James J. Kim

/s/ Agnes C. Kim* May 7, 2007
Agnes C. Kim

/s/ David D. Kim* May 7, 2007
David D. Kim, as Trustee

/s/ John T. Kim* May 7, 2007
John T. Kim, as Trustee

/s/ Susan Y. Kim* May 7, 2007
Susan Y. Kim, as Trustee

David D. Kim Trust of 12/31/87

By: /s/ David D. Kim* May 7, 2007
David D. Kim, as Trustee

John T. Kim Trust of 12/31/87

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By: /s/ John T. Kim* May 7, 2007
 John T. Kim, as Trustee

Susan Y. Kim Trust of 12/31/87

By: /s/ Susan Y. Kim* May 7, 2007
 Susan Y. Kim, as Trustee

EB Nevada Inc.

By: /s/ Susan Y. Kim* May 7, 2007
 Name: Susan Y. Kim
 Title: Senior Vice President

The Electronics Boutique, Inc.

By: /s/Memma S. Kilgannon May 7, 2007
 Name: Memma S. Kilgannon
 Title: Assistant Secretary

/s/Memma S. Kilgannon May 7, 2007
 *Memma S. Kilgannon, as attorney in fact
 for each reporting person indicated, pursuant to
 powers-of attorney previously filed with the
 Securities and Exchange Commission

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Schedule I

Directors and Executive Officers

EB NEVADA INC.

Name	Title	Citizenship	Principal Occupation or Employment, principal business, and address or other organization in which conducted)
James J. Kim	Director, President and Chief Executive Officer	United States	Chairman of the Board and Chief Executive Officer, Amkor Technology, Inc., 1900 S. Pinal Avenue, Phoenix, AZ 85248; President, The Electronics Boutique, Inc. and President, CEO and Director, EB Nevada Inc.
Susan Y. Kim	Director, Senior Vice President, Chief Financial Officer, Secretary and Treasurer	United States	Treasurer, The Electronics Boutique, Inc. Director, Senior VP, CFO, Secretary and Treasurer, EB Nevada Inc.
Agnes C. Kim	Director	United States	Director, EB Nevada Inc.; Director, The Electronics Boutique, Inc.

THE ELECTRONICS BOUTIQUE, INC.

Principal Occupation or Employment, principal business, and address of other organization in which su

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Name	Title	Citizenship	conducted)
James J. Kim	President	United States	Chairman of the Board and Chief Executive Officer, Amkor Technology, Inc., 1900 S. Price Road, Chandler, AZ 85248; President, The Electronics Boutique, Inc.; and President, CEO and Director, EB Nevada Inc.
Susan Y. Kim	Treasurer	United States	Treasurer, The Electronics Boutique, Inc.; and Director, Senior VP, CFO, Secretary and Treasurer, EB Nevada Inc.
Agnes C. Kim	Director	United States	Director, EB Nevada Inc.; and Director, The Electronics Boutique, Inc.
Memma Kilgannon	Assistant Secretary	United States	Assistant Secretary, The Electronics Boutique, Inc.

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Schedule II

Kim Family

Name	Principal Occupation or Employment (including name, principal business, address, and telephone number of the corporation or other organization in which such employment is conducted)
James J. Kim	Chairman of the Board and Chief Executive Officer, Amkor Technology, Inc., Chandler, AZ 85248; President, The Electronics Boutique, Inc.; and President, CEO and Director, EB Nevada Inc.
Agnes C. Kim	Director, EB Nevada Inc.; Director, The Electronics Boutique, Inc.
Susan Y. Kim	Treasurer, The Electronics Boutique, Inc.; and Director, Secretary and Treasurer, EB Nevada Inc.
David D. Kim	Private Investor, 569 Portlock Road, Honolulu, HI 96825
John T. Kim	Director, Amkor Technology, Inc., 1900 S. Price Road, Chandler, AZ 85248.

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