

GSC Holdings Corp.
Form 3
October 11, 2005

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DEMATTEO DANIEL A | | (Month/Day/Year) | GSC Holdings Corp. [GME] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O GAMESTOP CORP.,Â 625 WESTPORT PARKWAY | | 10/08/2005 | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| GRAPEVINE,Â TXÂ 76051 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Vice Chairman and COO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| Option Type | Grant Date | Expiration Date | Class | Quantity | Exercise Price | Exercise Type | Notes |
|--|------------------|-----------------|----------------------------|----------|----------------|---------------|-------|
| Stock Option (Right to Buy) ⁽¹⁾ | 10/08/2005 | 12/04/2010 | Class A Common Stock | 112,500 | \$ 3.53 | D | Â |
| Stock Option (Right to Buy) ⁽¹⁾ | 10/08/2005 | 02/13/2012 | Class A Common Stock | 660,000 | \$ 18 | D | Â |
| Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽²⁾ | 03/25/2013 | Class A Common Stock | 63,000 | \$ 11.8 | D | Â |
| Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽³⁾ | 03/01/2014 | Class A Common Stock | 141,000 | \$ 18.57 | D | Â |
| Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽⁴⁾ | 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 |
| DEMATTEO DANIEL A C/O GAMESTOP CORP. 625 WESTPORT PARKWAY GRAPEVINE, TX 76051 | Â X | Â | Â Vice Chairman and COO | Â |

Signatures

/s/ Daniel A.
DeMatteo

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).

- (1) 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"), 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) 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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