

GameStop Corp.
Form 4
February 04, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FONTAINE R RICHARD

(Last) (First) (Middle)

C/O GAMESTOP CORP., 625
WESTPORT PARKWAY

(Street)

GRAPEVINE, TX 76051

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GameStop Corp. [GME]

3. Date of Earliest Transaction
(Month/Day/Year)

02/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock, par value \$0.001 per share | 12/08/2014 | | G | V | 5,000 | D | \$ 0 |
| | | | | | | | 335,378 |
| | | | | | | | D |
| Class A Common Stock, par value \$0.001 per share | 02/02/2015 | | M | | 100,000 (1) | A | \$ 10.125 (1) |
| | | | | | | | 435,378 |
| | | | | | | | D |

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Class A
Common
Stock, par
value 02/02/2015 S 100,000 D \$ 34.9508 335,378 D
\$0.001
per share (2)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|---|--|---|----------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.125 (1) | 02/02/2015 | | M | 100,000 (1) | (3) | 03/10/2015 | Class A Common Stock | 100,000 (1) |

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 | X | | | |

Signatures

/s/ R. Richard
Fontaine 02/04/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Adjusted to reflect 2-for-1 stock split effected by the Issuer on March 16, 2007.

The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$34.52 to \$35.39, inclusive. The reporting person undertakes to provide to GameStop Corp., any security holders of GameStop Corp. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 to this Form 4.

(3) One third of these options became 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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