

GSC Holdings Corp.

Form 3

October 11, 2005

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *KIM JAMES J
(Last) (First) (Middle)

1345 ENTERPRISE DRIVE

(Street)

WEST CHESTER, PA 19380

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/08/20053. Issuer Name and Ticker or Trading Symbol
GSC Holdings Corp. [GME]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

See Remarks.

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

Common Stock

9,115,873 ⁽¹⁾ ⁽²⁾

I

See Footnote 1. ⁽¹⁾

Common Stock

47

D ⁽³⁾

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIM JAMES J 1345 ENTERPRISE DRIVE WEST CHESTER, PA 19380	X	X	X	See Remarks.

Signatures

/s/ James J. Kim 10/11/2005

Signature of Date
Reporting Person

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).
- Received in exchange for 11,569,100 shares of Electronics Boutique Holdings Corp. ("EB") common stock in connection with the merger of Eagle Subsidiary LLC, a wholly owned subsidiary of the Issuer, with and into EB pursuant to the terms and conditions of an
- (1) Agreement and Plan of Merger, dated as of April 17, 2005 (the "Merger Agreement"), among GameStop Corp., GameStop, Inc., the Issuer, Cowboy Subsidiary LLC, Eagle Subsidiary LLC and EB whereby the merger consideration was \$38.15 in cash plus .78795 of a share of the Issuer's Class A common stock for each share of EB's common stock. See remainder in Footnote 2.
- The reported shares may be deemed to be indirectly owned by the reporting person through EB Nevada Inc., which is wholly owned by
- (2) The Electronics Boutique, Inc., which is jointly owned by the reporting person and members of his family and family trusts. The reporting person states that this filing shall not be deemed an admission that he is for purposes of Section 16 of the Exchange Act of 1934, as amended, or otherwise, the beneficial owner of the equity securities covered by this statement.
- (3) Received pursuant to the Merger Agreement in exchange for 60 shares of EB common stock which the reporting person owned jointly and severally with Agnes C. Kim. The reporting person owns the reported shares jointly and severally with Agnes C. Kim.

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Remarks:

The reporting person may be deemed to be a member of a group owning in excess of 10% of the capital stock of the Issuer. Such group consists of (i) the reporting person, (ii) John T. Kim, as settlor and beneficiary of the John T. Kim Trust of 12/31/87, (iii) David D. Kim, as settlor, trustee and beneficiary of the David D. Kim Trust of 12/31/87, (iv) Susan Y. Kim, as settlor, trustee and beneficiary of the Susan Y. Kim Trust of 12/31/87, (v) Agnes C. Kim, the wife of the reporting person, (vi) EB Nevada Inc., and (vii) The Electronics Boutique, Inc. John T. Kim, David D. Kim and Susan Y. Kim are the children of the reporting person and Agnes C. Kim. The reporting person disclaims beneficial ownership of any securities of the Issuer held by the other members of the group. This statement shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.