

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 *

Â VOLKWEIN EDWARD A

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/08/2005

3. Issuer Name and Ticker or Trading Symbol

GSC Holdings Corp. [GME]

4. Relationship of Reporting Person(s) to Issuer

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

P.O. BOX 150

(Street)

(Check all applicable)

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

SOUTH

POMFRET,Â VTÂ 05068

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)Class A Common Stock, par value \$.001 per share ⁽¹⁾11,000 ⁽²⁾D ⁽³⁾ Â

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)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|----------------------------|----------------------------------|----------|----------------------------------|---|
| Stock Option (Right to Buy) ⁽¹⁾ | 10/08/2005 | 05/22/2012 | Class A Common Stock | 15,000 | \$ 21.25 | D | Â |
| Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽⁴⁾ | 06/28/2014 | Class A Common Stock | 21,000 | \$ 15.1 | D | Â |
| Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽⁵⁾ | 09/07/2015 | Class A Common Stock | 24,000 | \$ 35.88 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VOLKWEIN EDWARD A P.O. BOX 150 SOUTH POMFRET, VT 05068 | Â X | Â | Â | Â |

Signatures

/s/ Edward A. Volkwein 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) See Remarks.
- (2) Represents 1,000 shares of GameStop Class A Common Stock and 10,000 shares of restricted GameStop Class A Common Stock. The restricted stock vests in two equal annual installments on September 8, 2006 and September 8, 2007.
- (3) Of the 1,000 shares of GameStop Class A Common Stock, 500 are owned by Mr. Volkwein's wife, 250 are owned by Mr. Volkwein's daughter and 250 are owned by Mr. Volkwein's son.
- (4) One third of these options are immediately exercisable and the remaining two thirds become exercisable on June 29 of each of the years 2006 and 2007.
- (5) One third of these options become exercisable on September 8 of each of the years 2006 through 2008.

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Remarks:

As a result of, and pursuant to, the consummation on October 8, 2005 of the business combination ("Transaction") between GameStop Corp., now known as GameStop Holdings Corp. (the "Company"), and GameStop Holdings Corp. pursuant to which the Company became a wholly owned subsidiary of GSC Holdings Corp. ("GameStop"), (a) each share of the Reporting Person's Company Class A Common Stock was received one share of GameStop Class A Common Stock, (b) each of the Reporting Person's shares of Common Stock, whether or not vested immediately prior to the effective time of the Transaction, was

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restricted GameStop Class AA Common Stock and (c) each of the Reporting Person's options to acquire Common Stock, whether or not vested immediately prior to the effective time of the Transaction, with the right to receive an option to acquire an equal number of shares of GameStop Class AA Common Stock.

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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