

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 *

Â ROSEN MICHAEL N

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

Secretary

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

C/O BRYAN CAVE

LLP,Â 1290 AVENUE OF THE
AMERICAS

(Street)

NEW YORK,Â NYÂ 10104

(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⁾ 10,000 ⁽²⁾

D 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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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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	(Instr. 5)
Stock Option (Right to Buy) <u>(1)</u>	Â <u>(3)</u>	03/25/2013	Class A Common Stock	15,000	\$ 11.8	D	Â
Stock Option (Right to Buy) <u>(1)</u>	Â <u>(4)</u>	06/28/2014	Class A Common Stock	21,000	\$ 15.1	D	Â
Stock Option (Right to Buy) <u>(1)</u>	Â <u>(5)</u>	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
ROSEN MICHAEL N C/O BRYAN CAVE LLP 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	Â X	Â	Â Secretary	Â

Signatures

/s/ Michael N. Rosen 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).

- 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"), (a)
- (1) each of the Reporting Person's shares of Restricted Company Class A Common Stock, whether or not vested immediately prior to the effective time of the transaction, was converted into shares of restricted GameStop Class A Common Stock and (b) 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) Represents 10,000 shares of restricted GameStop Class A Common Stock which vest in two equal annual installments on September 8, 2006 and September 8, 2007.
 - (3) Two thirds of these options are immediately exercisable and the remaining one third become exercisable on March 26, 2006.
 - (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.

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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