

GSC Holdings Corp.
Form 3
October 11, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KIM JAMES J | | (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) |
| 1345 ENTERPRISE DRIVE | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks. | |
| WEST CHESTER,Â PAÂ 19380 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <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) |
|---------------------------------|---|--|---|
| Common Stock | 9,115,873 <u>(1)</u> <u>(2)</u> | I | See Footnote 1. <u>(1)</u> |
| Common Stock | 47 | D <u>(3)</u> | 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) | 4. Conversion or Exercise Price of Derivative | 5. 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) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

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 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.
- (1) The reported shares may be deemed to be indirectly owned by the reporting person through EB Nevada Inc., which is wholly owned by 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.
- (2) 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.

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.