

Edgar Filing: GAMESTOP CORP - Form 8-A12B/A

GAMESTOP CORP  
Form 8-A12B/A  
April 18, 2005

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

FORM 8-A/A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

GAMESTOP CORP.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

75-2951347

-----  
(State of Incorporation or Organization)

-----  
(I.R.S. Employer  
Identification No.)

2250 William D. Tate Avenue  
Grapevine, Texas

76051

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(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates: \_\_\_\_\_

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on which  
Each Class is to be Registered

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Preferred Stock Purchase Rights

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New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered

On April 17, 2005, GameStop Corp. (the "Company") executed an amendment (the "Amendment") to its Rights Agreement dated as of October 28, 2004, between the Company and The Bank of New York, as Rights Agent. The Amendment, among other things, renders the provisions of the Rights Agreement inapplicable to the approval, execution, delivery or consummation of that certain Agreement and Plan of Merger, dated as of April 17, 2005, by and among the Company, GameStop, Inc., GSC Holdings Corp., Cowboy Subsidiary LLC, Eagle Subsidiary LLC and Electronics Boutique Holdings Corp. (the "Merger Agreement") and the consummation of the transactions contemplated by the Merger Agreement and provides that the Rights Agreement will terminate immediately at the Effective Time (as defined in the Merger Agreement).

The description of the Amendment to Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment. A copy of the Amendment to Rights Agreement is filed as Exhibit 4.1 to the Company's Current Report on Form 8-K of even date herewith.

Item 2. Exhibits

- 4.1. Amendment to Rights Agreement dated as of April 17, 2005, between the Company and The Bank of New York, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated as of April 18, 2005 (File No. 1-31228)).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GAMESTOP CORP.

Dated: April 18, 2005

By: /s/ R. Richard Fontaine

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Name: R. Richard Fontaine  
Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit	Description
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