

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended February 1, 2014

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from

to

Commission File No. 1-32637

**GameStop Corp.**

*(Exact name of registrant as specified in its Charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**625 Westport Parkway  
Grapevine, Texas**

*(Address of principal executive offices)*

**20-2733559**

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



**76051**  
*(Zip Code)*

**Registrant's telephone number, including area code:**  
**(817) 424-2000**

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

<b>(Title of Class)</b>	<b>(Name of Exchange on Which Registered)</b>
Class A Common Stock, \$.001 par value per share	New York Stock Exchange
Rights to Purchase Series A Junior Participating Preferred Stock, \$.001 par value per share	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**  
**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was approximately \$5,769,000,000, based upon the closing market price of \$50.39 per share of Class A Common Stock on the New York Stock Exchange as of August 3, 2013. (For purposes of this calculation all of the registrant's directors and officers are deemed affiliates of the registrant.)

Number of shares of \$.001 par value Class A Common Stock outstanding as of March 20, 2014: 115,305,927

## **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement of the registrant to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, for the 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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## PART I

### Item 1. *Business*

#### General

GameStop Corp. (together with its predecessor companies, “GameStop,” “we,” “us,” “our,” or the “Company”) is a global, multichannel video game, consumer electronics and wireless services retailer. As the world’s largest multichannel video game retailer, we sell new and pre-owned video game hardware, physical and digital video game software, video game accessories, as well as new and pre-owned mobile and consumer electronics products and other merchandise. As of February 1, 2014, GameStop’s retail network and family of brands include 6,675 company-operated stores in the United States, Australia, Canada and Europe, primarily under the names GameStop™ (“GameStop”), EB Games™ (“EB Games”), and Micromania. We also operate electronic commerce Web sites under the names [www.gamestop.com](http://www.gamestop.com), [www.ebgames.com.au](http://www.ebgames.com.au), [www.ebgames.co.nz](http://www.ebgames.co.nz), [www.gamestop.ca](http://www.gamestop.ca), [www.gamestop.it](http://www.gamestop.it), [www.gamestop.es](http://www.gamestop.es), [www.gamestop.ie](http://www.gamestop.ie), [www.gamestop.de](http://www.gamestop.de), [www.gamestop.co.uk](http://www.gamestop.co.uk) and [www.micromania.fr](http://www.micromania.fr). The network also includes: [www.kongregate.com](http://www.kongregate.com)™, a leading browser-based game site; *Game Informer*™ (“Game Informer”) magazine, the world’s leading physical and digital video game publication; a digital personal computer (“PC”) distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames); iOS and Android mobile applications; and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com)™. We also operate Simply Mac®, a U.S. based, certified Apple® (“Apple”) products reseller; Spring Mobile®, an authorized AT&T® (“AT&T”) reseller operating AT&T branded wireless retail stores in the United States; and pre-paid wireless stores under the name Aio Wireless™ (“Aio Wireless,” an AT&T brand) as part of our expanding relationship with AT&T.

We are a Delaware corporation which, through a predecessor, began operations in November 1996. Our corporate office and one of our distribution facilities are housed in a 519,000 square foot facility in Grapevine, Texas.

#### Recent Developments

##### *Strategic Activities*

Following on the success of extending our buy-sell-trade model into our mobile business, we are seeking other opportunities to extend our core competencies to other products and retail categories in order to continue to grow our company. Doing so will allow us to help mitigate the cyclical nature of the video game console cycle. Aligned with this strategy we have executed the following initiatives in the 52 weeks ended February 1, 2014 (“fiscal 2013”).

*Acquisition of Simply Mac.* In October 2012, we acquired a minority equity ownership interest in Simply Mac, Inc. (“Simply Mac”), which operated Apple specialty retail stores in Utah and Wyoming. The investment was structured with an option whereby we could acquire the remaining ownership interest in Simply Mac’s equity for a pre-negotiated price at a future point in time. Pursuant to this arrangement, in November 2013, we acquired the remaining 50.1% interest in Simply Mac for a total purchase price of \$9.5 million.

*Acquisition of Spring Mobile.* In November 2013, we purchased Spring Communications, Inc. (“Spring Mobile”), a wireless retailer, for a purchase price of \$62.6 million and the assumption of \$34.5 million in term loans and a line of credit, of which \$31.9 million was repaid shortly after the acquisition date.

*Opening of Aio Wireless stores.* In the fourth quarter of fiscal 2013, we began to open and operate pre-paid wireless stores under the name Aio Wireless.

As a result of the Spring Mobile and Simply Mac acquisitions and the opening of our new Aio Wireless stores, we have added a new reportable segment, Technology Brands, during the fourth quarter of fiscal 2013.

*Decision to abandon investment in Spawn Labs.* Spawn Labs, Inc. (“Spawn Labs”) is a streaming technology company with a patented technology to provide a unique game streaming and virtualization experience. Our decision to abandon this investment is a result of a lack of consumer demand for video game streaming services. As a result of this decision, we recorded an impairment charge of \$19.7 million during the fourth quarter of fiscal 2013, of which \$10.2 million was related goodwill and is recorded in the goodwill impairments line in our consolidated statements of operations and \$9.5 million was related to certain technology assets and other intangible assets and is reflected in the asset impairments and restructuring charges line item in our consolidated statements of operations.

##### *Return of Capital Strategies*

In an effort to continue our commitment to drive long-term shareholder value we have accomplished the following initiatives in fiscal 2013 and so far in the 52 weeks ending January 31, 2015 (“fiscal 2014”).

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*Increase of cash dividend.* In fiscal 2013 we paid dividends of \$1.10 per share of Class A Common Stock, totaling approximately \$131 million for the year. On March 4, 2014, our Board of Directors authorized an increase in our annual cash dividend from \$1.10 to \$1.32 per share of Class A Common Stock, which represents an increase of 20%. Additionally, on March 4, 2014, we declared our first quarterly dividend of fiscal 2014 of \$0.33 per share of Class A Common Stock, payable on March 25, 2014 to stockholders of record on March 17, 2014.

*Share repurchase activity.* In fiscal 2013, we repurchased 6.3 million shares of our Class A Common Stock at an average price per share of \$41.12 for a total of \$258.3 million. On November 19, 2013, our Board of Directors authorized us to use up to \$500 million to repurchase shares of our Class A Common Stock, replacing the \$209.9 million remaining under our previous authorization. Between February 2, 2014 and March 20, 2014, we repurchased an additional 0.6 million shares of our Class A Common Stock for an average price per share of \$37.17.

### **Our Reportable Segments**

As of February 1, 2014, we operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe; and a Technology Brands segment. The Video Game Brands segments include 6,457 stores, 4,249 of which are included in the United States segment. There are 335, 418, and 1,455 stores in the Canadian, Australian and European segments, respectively. Each of the Video Game Brands segments consists primarily of retail operations, with all stores engaged in the sale of new and pre-owned video game systems, software and accessories, which we refer to as video game products. Our Video Game Brands stores sell various types of digital products, including downloadable content, network points cards, prepaid digital, online timecards and digitally downloadable software. They also carry mobile and consumer electronics products, which consist primarily of pre-owned mobile devices, tablets and related accessories. Our buy-sell-trade program creates a unique value proposition to our customers by providing our customers with an opportunity to trade in their pre-owned video game and consumer electronics products for store credits and apply those credits towards other merchandise, which in turn, increases sales. The products in our Video Games Brands segments are substantially the same regardless of geographic location, with the primary differences in merchandise carried being the timing of release of new products in the various geographies, language translations and the timing of roll-outs of newly developed technology enabling the sale of new digital products. Stores in all Video Games Brands segments are similar in size at an average of approximately 1,400 square feet.

Results for the Video Games Brands United States segment include retail operations in the 50 states, the District of Columbia, Guam and Puerto Rico; the electronic commerce Web site [www.gamestop.com](http://www.gamestop.com); *Game Informer* magazine; [www.kongregate.com](http://www.kongregate.com), a digital PC game distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames); and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). Segment results for Canada include retail and e-commerce operations in stores throughout Canada and segment results for Australia include retail and e-commerce operations in Australia and New Zealand. Segment results for Europe include retail and e-commerce operations in 11 European countries.

Our Technology Brands segment includes all of our Simply Mac, Spring Mobile and Aio Wireless stores. Simply Mac operates 23 stores primarily in the western half of the United States, which sell Apple products, including desktop computers, laptops, tablets and smart phones and related accessories and other consumer electronics products. As an authorized Apple reseller, Simply Mac also offers certified training, warranty and repair services to its customers. Spring Mobile sells post-paid AT&T services and wireless products through its 164 AT&T branded stores, as well as related accessories and other consumer electronics products. Aio Wireless is a new AT&T brand offering pre-paid wireless services, devices and related accessories. We have opened 31 Aio Wireless stores in recent months in a few key markets throughout the United States. AT&T recently acquired Leap Wireless, the operator of Cricket® (“Cricket”) branded pre-paid wireless stores. We expect that our Aio stores will be re-branded under the Cricket name in the coming months.

Additional information, including financial information, regarding our reportable segments can be found in “Part II - Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Annual Report on Form 10-K (the “Form 10-K”) and in Note 17 to our consolidated financial statements.

### **Disclosure Regarding Forward-looking Statements**

This Form 10-K and other oral and written statements made by us to the public contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The forward-looking statements involve a number of risks and uncertainties. A number of factors could cause our actual results, performance, achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. These factors include, but are not limited to:

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- the introduction of next-generation consoles and other product releases which impact sales of new products and old products, the current or future features of such consoles, manufacturer-imposed or regulatory restrictions, changes or conditions that may adversely affect our pre-owned business;
- our ability to respond quickly to technological changes and evolving consumer preferences;
- our reliance on a limited number of suppliers and vendors for timely delivery of sufficient quantities of their products;
- our dependence on the production of new, innovative and popular product releases and enhanced video game platforms and accessories by developers and manufacturers;
- general economic conditions in the U.S. and internationally, specifically Europe, which impact consumer confidence and consumer spending;
- seasonality of sales;
- the proliferation of alternate sources of distribution of video game hardware, software and content, including through digital downloads;
- the growth of alternate means to play video games, including mobile, social networking sites and browser gaming;
- the intense competition in the video game industry;
- our ability to open and operate new stores and to efficiently close underperforming stores;
- our ability to attract and retain qualified personnel;
- the failure to achieve the anticipated benefits from new ventures and transactions and our ability to effectively integrate and operate acquired companies, including digital gaming, technology-based, mobile, wireless or consumer electronics companies that are outside of our historical operating expertise;
- the impact and costs of litigation and regulatory compliance;
- the amounts, timing and prices of any share repurchases made by us under our share repurchase programs;
- the risks involved with our international operations, including depressed local economic conditions, political risks, currency exchange risks, tax rates and regulatory risks;
- the efficiency of our management information systems and back-office functions;
- data breaches involving customers or employee data and failure of our cyber security infrastructure which could expose us to litigation;
- restrictions under our credit agreement which may impose operating and financial restrictions on us; and
- other factors described in this Form 10-K, including those set forth under the caption “Item 1A. Risk Factors.”

In some cases, forward-looking statements can be identified by the use of terms such as “anticipates,” “believes,” “continues,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “pro forma,” “seeks,” “should,” “will” or similar expressions. These statements are only predictions based on current expectations and assumptions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on these forward-looking statements.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Form 10-K. In light of these risks and uncertainties, the forward-looking events and circumstances contained in this Form 10-K may not occur, causing actual results to differ materially from those anticipated or implied by our forward-looking statements.

### **Video Game Industry Background**

Based upon estimates compiled by various market research firms, management estimates that the combined market for new physical video game products and PC entertainment software was approximately \$22.4 billion in 2013 in the parts of the world in which we operate. According to NPD Group, Inc., a market research firm (the “NPD Group”), the electronic game industry was an approximately \$13 billion market in the United States in 2013, consisting of new physical video game products, excluding sales of pre-owned video game products. In addition, content in digital format (full game and add-on content downloads, subscriptions, mobile games and social network games) was approximately \$7.2 billion.

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International Development Group (“IDG”), a market research firm, estimates that retail sales of video game hardware and software and PC entertainment software totaled approximately \$10.6 billion in Europe in 2013. For 2013, the NPD Group reported that video game retail sales were approximately \$1.0 billion in Canada and \$1.0 billion in the Australian market.

*New Video Game Products.* Video game products appeal to a wide array of consumers, from avid gamers spending many hours per week playing console gaming systems to casual game players enjoying social and mobile games on smart phones, tablets and other devices. The average game player is 30 years old, 68% are age 18 or older and 45% of gamers are female. We expect the following trends in sales of video game products:

- *Video Game Hardware.* Gaming consoles are typically launched in cycles as technological developments provide significant improvements in graphics, audio quality, gameplay, internet connectivity, social features and other entertainment capabilities beyond video gaming. The most recent cycle of consoles (referred to as “next generation”) includes the Sony PlayStation 4 and Microsoft Xbox One, which both launched in most of the countries in which we operate in November 2013, and the Nintendo Wii U, which launched in November 2012. Early demand for the PlayStation 4 and Xbox One has been strong as sales exceeded our expectations since introduction.

The previous generation of consoles was launched in 2005 (the Microsoft Xbox 360) and 2006 (the Sony PlayStation 3 and the Nintendo Wii). Sony and Microsoft continue to manufacture the PlayStation 3 and the Xbox 360, respectively, while Nintendo has stopped manufacturing the Wii. The demand for the previous generation hardware has been in decline since 2011 and we expect that demand will continue to decline as consumers move to the next generation consoles.

In addition, portable handheld video game devices have evolved to the Nintendo 3DS and 2DS, which were introduced in 2011 and 2013, respectively, and the Sony PlayStation Vita, which was introduced in February 2012. The market for handheld devices has declined in recent years as the proliferation of smart-phones, tablets and other mobile devices offer video game players alternative ways to play games.

- *Video Game Software.* Sales of video game software generally increase as gaming platforms mature and gain wider acceptance. Sales of video game software are dependent upon manufacturers and third-party publishers developing and releasing game titles for existing game platforms. In recent years the number of new games introduced each year has generally declined and as a result, the market for video game sales has also declined. With the introduction of the next generation consoles, we expect the number of new games introduced to increase and we expect demand for software for those devices to be strong and demand for software for the previous generation of consoles to continue to decline.
- *Video Game Accessories.* Sales of video game hardware also drive sales of video game accessories for use with the hardware and software. The most common video game accessories are controllers and gaming headsets. We expect demand for video game accessories for use on the next generation of consoles to increase as the installed base of these consoles increases. We expect the demand for accessories for use with the previous generation of consoles to decline as the sales of those consoles decline.

*Pre-owned and Value Video Game Products.* The installed base of video game hardware platforms continues to increase each year and continues to fuel the market for pre-owned video game hardware and software. Based on reports published by the NPD Group, we believe that, as of December 2013, the installed base of next generation and the most recent previous generation video game hardware systems in the United States, based on original sales, totaled over 200 million units of handheld and console video game systems and grew by 16 million units in 2013. According to IDG, the installed base of active hardware systems of the same generations as of December 2013 in Europe was approximately 158 million units and grew by 12 million units in 2013. Hardware manufacturers and third-party software publishers have produced a wide variety of software titles for each of these hardware platforms. Based on internal estimates, we believe that the installed base of video game software units in the United States currently exceeds 2.45 billion units. As the substantial installed base of video game hardware and software continues to expand, there is ongoing demand for pre-owned video game products. There is also demand for value-priced video game products, which can often be obtained as publishers or other retailers seek to reduce excess or slow-moving inventory. As we look to grow our market share and overall position in the video game industry, we have begun to expand our pre-owned category to include value video game products that typically include non-new release software purchased at closeout or from liquidation firms and on occasion includes reprints of old titles from publishers to supplement our inventory. Such products are expected to have the net effect of increasing our overall pre-owned and value video game product sales at a slightly reduced margin rate with the goal of increasing overall gross margin dollars and operating profit.

*Digital Gaming.* The digital game market consists of both immersive and casual games delivered over the internet to consoles, computers, tablets, smart phones and other devices. The recent generations of video game consoles contain the technology to digitally download video game software content and a growing market has developed for the sale of digitally downloadable add-on content for physical games, which the electronic game industry calls “DLC” and, more recently, full game downloads. The next generation consoles increase the availability and ease of downloading game content and we expect the demand for downloadable video games to continue to grow as the installed base of the next generation of consoles grows.

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*Casual Games.* The casual game market consists primarily of digital games and has grown rapidly over the last few years. Casual games are generally defined as simple, easy-to-use, free or very low-priced games played through the internet in Web browsers, on dedicated gaming Web sites, and increasingly, on mobile phones or other mobile devices. Casual games cost less to develop and distribute than a traditional console video game and are often supported by in-game advertising or user-purchased premium content.

### **Mobile and Consumer Electronics Industry Backgrounds**

*Mobile and Consumer Electronics.* The mobile and consumer electronics market, as we refer to it, consists primarily of wireless services, new and pre-owned mobile devices, such as smart phones and tablets, consumer electronics such as Apple products and services, non-gaming headsets and related accessories.

- *Wireless Services and Products.* Our Aio Wireless and Spring Mobile businesses are exclusive resellers of AT&T and sell AT&T's pre-paid and post-paid services, respectively, and a variety of wireless handsets manufactured for use on AT&T's network. The market for wireless devices and services is estimated by CTIA- the Wireless Association to be approximately \$184 billion with growth projected over the next five years between 3-5% annually. We expect that the market for AT&T services and products and the wireless market in general will continue to grow as more and more wireless devices get connected to the internet through wireless networks.
- *Mobile Devices.* We define mobile devices as smartphones, tablets and related accessories. We sell new mobile devices in our Technology Brands stores. We buy, sell and trade pre-owned mobile devices and tablets in our Video Game Brands and Technology Brands stores. We take trades of other select pre-owned electronics and smartphones in our Video Game Brands stores and in our Technology Brands stores. The market for pre-owned mobile devices and other electronics is referred to as the recommerce industry, which has been growing in recent years as companies like NextWorth and Gazelle advertise that consumers can trade in their pre-owned electronic devices. We estimate that the size of the recommerce market is \$2.3 billion in the United States and will grow at an annual rate of 20-25% over the next five years.
- *Consumer Electronics.* Our Simply Mac stores are authorized Apple resellers and also offer certified training, warranty and repair services to customers. Based on Apple public statements and filings, we estimate the market for Apple products sold at retail in the U.S. to be approximately \$69 billion and is expected to grow 5-10% annually in the next five years.

### **Business and Growth Strategy**

Our goal is to continue to be the world's largest multichannel retailer of new and pre-owned and value video game products and to strategically expand our Simply Mac, Spring Mobile and Aio Wireless businesses. We plan to strengthen our position as the retail market leader in the video games industry by executing the following strategies:

- *Increase Market Share and Expand our Market Leadership Position.* We plan to increase market share and awareness of the GameStop brand and drive membership in our loyalty program, expand our sales of new and pre-owned mobile products and expand our market leadership position by focusing on the launch of new hardware platforms as well as physical and digital software titles.
- *Increase GameStop Brand Awareness and Loyalty Membership.* Substantially all of GameStop's U.S. and European stores are operated under the GameStop name, with the exception of the Micromania stores in France. We operate loyalty programs in each of the countries in which we operate our Video Game Brands stores. The Micromania stores introduced a loyalty program in the 1990s. Using this program as a model, we introduced our U.S. loyalty program called PowerUp Rewards™ ("PowerUp Rewards") in 2010. We introduced other loyalty programs in our video game stores in remaining countries between 2011 and 2013. Building our brands has enabled us to leverage the increased awareness to capture advertising and marketing efficiencies. Our loyalty programs generally offer our customers the ability to sign up for a free or paid membership which gives our customers access to exclusive video game related rewards. The programs' paid memberships may also include a subscription to *Game Informer* magazine, additional discounts on pre-owned merchandise in our stores and additional credit on trade-ins of pre-owned products. As of February 1, 2014, we had 27 million members in the PowerUp Rewards program, approximately 7 million of which were paid members. In total, our loyalty programs around the world had approximately 34 million members. Our branding strategy is further supported by our Web sites which allow our customers to buy games online, reserve or pick up merchandise in our stores, order in-store for home delivery and to learn about the latest video game products and their availability in our stores. Together, our loyalty programs, Web sites, mobile applications, magazine and other properties are a part of our multi-channel retail strategy designed to enhance our relationships with our customers, make it easier for our customers to transact with us and increase brand loyalty. In fiscal 2014, we plan to continue to aggressively promote our loyalty programs and increase brand awareness over a broader demographic area in order to promote our unique buying experience in-store for new and pre-owned hardware and software, trade-ins of pre-owned video game and mobile consumer electronics products and to leverage our Web sites



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at [www.gamestop.com](http://www.gamestop.com), [www.ebgames.com.au](http://www.ebgames.com.au), [www.ebgames.co.nz](http://www.ebgames.co.nz), [www.gamestop.ca](http://www.gamestop.ca), [www.gamestop.it](http://www.gamestop.it), [www.gamestop.es](http://www.gamestop.es), [www.gamestop.ie](http://www.gamestop.ie), [www.gamestop.de](http://www.gamestop.de), [www.gamestop.co.uk](http://www.gamestop.co.uk), [www.micromania.fr](http://www.micromania.fr) and [www.gameinformer.com](http://www.gameinformer.com), the online video gaming Web site [www.kongregate.com](http://www.kongregate.com), our digital PC distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames), and our online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com).

- *Increase Sales of Pre-Owned and Value Video Game Products.* We believe we are the largest retailer of pre-owned video game products in the world and carry the broadest selection of pre-owned and value video game products for both next and previous generation platforms, giving us a unique advantage in the video game retail industry. The opportunity to trade-in and purchase pre-owned and value video game products offers our customers a unique value proposition generally unavailable at most mass merchants, toy stores and consumer electronics retailers. We obtain most of our pre-owned video game products from trade-ins made in our stores by our customers. We also obtain value-priced, or close-out, video game products at favorable prices from publishers, other retailers or distributors and can sell those products to value-conscious consumers in our stores. Pre-owned and value video game products generate significantly higher gross margins than new video game products. Our strategy consists of increasing consumer awareness of the benefits of trading in and buying pre-owned video game products and value-priced video game products at our stores through increased marketing activities and the use of both broad and targeted marketing to our loyalty program members. The supply of value-priced video game products and trade-ins of video game products, and the demand for resale of these products, is affected by overall demand for video game products and the introduction of new software and hardware by our suppliers. We expect the recent launch of next-generation consoles and software to drive close-out availability and trade-ins of older video game products, thereby expanding our supply of pre-owned and value video game products.
- *Expand our Digital Growth Strategy to Protect and Expand our Market Leadership Position.* We expect that future growth in the electronic game industry will be driven by the sale of video games delivered in digital form and the expansion of other forms of gaming. We currently sell various types of products that relate to the digital category, including Xbox Live, PlayStation Plus and Nintendo network points cards, as well as prepaid digital and online timecards and DLC. We believe we are the only significant brick-and-mortar retail seller of DLC. We believe that we are frequently the leading seller of DLC for certain game titles by out-selling online networks. We operate an online video game platform called Kongregate.com and we acquired a digital PC distribution platform, Impulse, during the 52 weeks ended January 28, 2012 (“fiscal 2011”). We will continue to make investments in e-commerce, digital delivery systems, mobile applications and in-store and Web site functionality to enable our customers to access digital content and eliminate friction in the digital sales and delivery process. We plan to continue to grow our digital sales base.
- *Store Opening/Closing Strategy.* We have an analysis-driven approach to store opening and closing decisions. We intend to continue to open a limited number of new Video Game Brands stores in targeted markets where we can take market share from uncontested competitors, as well as in markets in which we already operate where we have realized returns on invested capital that have exceeded our internal targets. We analyze each market relative to target population and other demographic indices, real estate availability, competitive factors and past operating history, if available. On average, our new stores opened in the past three fiscal years have had a return of original investment of less than two years. We will be aggressive in the analysis of our existing store base to determine optimal levels of profitability and close stores where profitability goals are not being met or where we can attempt to transfer sales to other nearby existing stores and increase overall profits. We utilize our PowerUp Rewards loyalty program information to determine areas that are currently underserved and also utilize our database to ensure a high customer transfer rate from closing locations to existing locations. We opened 109 new Video Game Brands stores and closed 254 Video Game Brands stores in fiscal 2013, reducing our Video Game Brands store count by 2.2%, in line with stated targets. We opened 146 new stores and closed 227 stores in the 53 weeks ended February 2, 2013 (“fiscal 2012”), reducing our store count by 1.2%, in line with stated targets and decreasing the number of stores we opened compared to previous years. We opened 285 new stores and closed 272 stores in fiscal 2011, significantly increasing the number of stores we closed compared to previous years. We plan to open approximately 40-50 new Video Game Brands stores and close approximately 170-180 Video Game Brands stores worldwide in fiscal 2014.

*Targeting a Broad Audience of Game Players.* We have created store and online environments targeting a broad audience, including the video game enthusiast, the casual gamer and the seasonal gift giver. Our stores focus on the video game enthusiast who demands the latest merchandise featuring the “hottest” technology immediately on the day of release and the value-oriented customer who wants a wide selection of value-priced pre-owned video game products. Our buy-sell-trade program offers consumers the opportunity to trade-in pre-owned video game products in exchange for store credits applicable to future purchases, which, in turn, drives more sales. Our online properties, including e-commerce sites and Kongregate.com, continue to evolve to meet the needs of consumers looking to research or buy traditional boxed product video games, download the latest PC games or play browser and casual games on their PCs or mobile devices.

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Kongregate.com is a leading web and mobile gaming platform that attracts more than 18 million monthly unique visitors. Kongregate's mobile publishing division has several titles available in both the Apple and Google app stores. The majority of Kongregate's revenues come from in-game transactions utilizing a proprietary virtual currency called Kreds.

*Enhancing our Image as a Destination Location.* Our video game stores and e-commerce sites serve as destination locations for game players, mobile electronics consumers and gift givers due to our broad selection of products, compelling loyalty program offers, game-oriented environment, trade-in programs and unique pricing proposition. We offer all major video game platforms, provide a broad assortment of new and pre-owned video game products and popular mobile devices and offer a larger and more current selection of merchandise than other retailers. In our stores, we provide a high level of customer service by hiring game enthusiasts and providing them with ongoing sales training, as well as training in the latest technical and functional elements of our products and services, making them the most knowledgeable associates in the video game retail market. Our stores are equipped with several video game sampling areas, which provide our customers with the opportunity to play games before purchase, as well as equipment to play video game clips.

*Consistently Achieving High New Release Market Share.* We focus marketing efforts and store associates on driving the sale of new release video game products, both physical and digital. We employ a variety of rapid-response distribution methods in our efforts to be the first-to-market and consistently in-stock for new physical and digital video game products. This highly efficient distribution network is essential, as a significant portion of a new title's sales will be generated in the first few days and weeks following its release. As the world's largest retailer of video game products with a proven capability to distribute new releases to our customers quickly and capture market share immediately following new product launches, we believe we regularly receive larger allocations of popular new video game products. On a daily basis, we actively monitor sales trends, customer reservations and store manager feedback to ensure a high in-stock position for each store. To assist our customers in obtaining immediate access to new releases, we offer our customers the opportunity to pre-order products in our stores or through our Web sites prior to their release.

*Investing in our Information Systems and Distribution Capabilities.* We employ sophisticated and fully-integrated inventory management, store-level point-of-sale and financial systems and state-of-the-art distribution facilities. These systems enable us to maximize the efficiency of the flow of over 5,000 SKUs, improve store efficiency, optimize store in-stock positions and carry a broad selection of inventory. Our proprietary inventory management systems enable us to maximize sales of new release titles and avoid markdowns as titles mature and utilize electronic point-of-sale equipment that provides corporate and regional headquarters with daily information regarding store-level sales and available inventory levels to automatically generate replenishment shipments to each store at least twice a week. In addition, our highly-customized inventory management systems allow us to actively manage the pricing and product availability of our pre-owned video game products across our video game store base and to reallocate our inventory as necessary. Our systems enable each store to carry a merchandise assortment uniquely tailored to its own sales mix and customer needs. Our ability to react quickly to consumer purchasing trends has resulted in a target mix of inventory, reduced shipping and handling costs for overstocks and reduced our need to discount products.

*Expanding our Mobile Business.* In 2011, we began to buy, sell and trade pre-owned mobile devices, including gaming tablets, new tablets and related services and accessories for those devices, in our video game stores. We believe taking trades of these devices is a logical extension of our expertise in buying, selling and trading of pre-owned video game products. We use our centralized refurbishment centers in the U.S. and in certain international locations to refurbish these devices and then re-sell them in our stores. As of February 1, 2014, we were selling select pre-owned electronics in all of our U.S. stores and on our Web site at [www.gamestop.com](http://www.gamestop.com), and in a majority of stores in our international markets. We plan to continue to drive awareness of this business in our stores in fiscal 2014. As the proliferation of smartphones and tablets continues and those devices are increasingly used for playing digital games, the market for such devices and the marketing of related games provide us opportunities to grow our revenues and profits.

*Expanding our Technology Brands businesses.* Following on the success of extending our buy-sell-trade model into our mobile business, we are seeking other opportunities to extend our core competencies to other products and retail categories in order to continue to grow our company. We believe our core competencies include the following:

- Real estate knowledge, including extensive relationships with landlords, portfolio management, negotiating skills and risk mitigation;
- Experience in rapid growth retail environments with a history of opening 300-400 stores annually;
- Knowledge of buy-sell-trade programs, including pricing algorithms, inventory balancing, refurbishment capabilities and secondhand dealer laws;
- Human resource management practices, including hiring, training, systems and processes;
- Multi-unit management in small, specialty retail stores, with expert staff in assisted selling environments and limited staffing models;

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- Customer retention programs, including using our loyalty programs to drive consumer awareness of new retail concepts and promote new products; and
- The ability to deploy capital in ways that increase shareholder value, finding acquisitions that have high return on invested capital and will be accretive to operating earnings.

We have entered into a strategic partnership with AT&T and are selling AT&T products and services in our Spring Mobile and Aio Wireless stores and in some of our Simply Mac and U.S. GameStop stores. We acquired Spring Mobile in November 2013. Spring Mobile has grown from approximately 90 stores at the end of 2012 to over 160 stores today through a program with two primary focuses. The first of these is opening what we refer to as “whitespace” stores, or new stores in retail locations identified by either AT&T or Spring Mobile management and agreed to by both parties. AT&T supports the opening of new whitespace stores by its resellers in an effort to increase the size of its retail distribution channel. The second focus is on acquiring smaller AT&T resellers. Both of these represent opportunities for strong growth in the next two years for Spring Mobile.

AT&T introduced the Aio Wireless brand in 2013 to compete in the pre-paid wireless market. The pre-paid sector of the wireless market is experiencing higher growth than the traditional post-paid market. Pre-paid customers are generally interested in paying for wireless service on a month-to-month basis without a longer-term contract. We began opening Aio Wireless stores in a few markets in November 2013. We also expect to expand our prepaid stores with AT&T under the Cricket brand following AT&T's acquisition of Leap Wireless.

Simply Mac has grown from 8 stores in the fall of 2012, when we acquired 49.9% of the company to 23 stores as of the end of fiscal 2013. We completed the acquisition of Simply Mac in November 2013. Simply Mac's primary focus for store expansions is in U.S. markets which generally do not have the size and demographics to make them attractive for an Apple owned store. Examples include Midland, Texas and Springfield, Missouri. We intend to continue to open new Simply Mac stores in fiscal 2014 and the coming years.

## **Merchandise**

Substantially all of our revenues are derived from the sale of tangible products; however, we also sell downloadable software and subscription, time and points cards, which do not involve physical product. Our product offerings consist of new and pre-owned video game products, and related products, such as video game accessories, headsets and strategy guides, as well as new and pre-owned mobile devices such as tablets, phones and music players. Our in-store inventory generally consists of a constantly changing selection of over 5,000 SKUs. We have buying groups in each of our segments that negotiate terms, discounts and cooperative advertising allowances for the stores in their respective geographic areas. We use customer requests and feedback, pre-orders, industry magazines and product reviews to determine which new releases are expected to be hits. Pre-orders are tracked at individual stores to distribute titles and capture demand effectively. This merchandise management is essential because a significant portion of a game's sales are usually generated in the first days and weeks following its release.

*New Video Game Hardware.* We offer the video game platforms of all major manufacturers, including the Sony PlayStation 4, PlayStation 3, PlayStation Vita, Microsoft Xbox One, Xbox 360 and Kinect and the Nintendo Wii U, Wii and DS line. We also offer extended service agreements on video game hardware and software. In support of our strategy to be the destination location for electronic game players, we aggressively promote the sale of video game platforms. Video game hardware sales are generally driven by the introduction of new platform technology and the reduction in price points as platforms mature. We are in a new console cycle beginning with the Nintendo Wii U launch in November 2012 and the launches of the PlayStation 4 and Xbox One in November 2013. We believe that selling video game hardware increases store traffic and promotes customer loyalty, leading to increased sales of video game software and accessories, which have higher gross margins than video game hardware.

*New Video Game Software.* We purchase new video game software from the leading manufacturers, including Sony, Nintendo and Microsoft, as well as all other major third-party game publishers, such as Electronic Arts and Activision. We are one of the largest customers of video game titles sold by these publishers. We generally carry over 700 SKUs of new video game software at any given time across a variety of genres, including Sports, Action, Strategy, Adventure/Role Playing and Simulation. In 2010, we began selling digitally downloadable add-on content developed by publishers for existing games.

*Pre-owned and Value Video Game Products.* We believe we are the largest retailer of pre-owned video games in the world. We provide our customers with an opportunity to trade in their pre-owned video game products in our stores in exchange for store credits which can be applied towards the purchase of other products, primarily new merchandise. We have the largest selection (approximately 3,100 SKUs) of pre-owned and value video game titles which have an average price of \$21 as compared to an average price of \$44 for new video game titles and which generate significantly higher gross margins than new video game products. Our trade-in program provides our customers with a unique value proposition which is generally unavailable at mass merchants, toy stores and consumer electronics retailers. From time to time we have purchased value-priced, or closeout, video game products from publishers, distributors or other retailers and we can resell these products for gross margins that are more similar to pre-

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owned video game products than margins on new software. These programs provide us with an inventory of pre-owned and value video game products which we resell to our more value-oriented customers. In addition, our highly-customized inventory management system allows us to actively manage the pricing and product availability of our pre-owned and value video game products across our store base and to reallocate our inventory as necessary. Our trade-in program also allows us to be one of the only suppliers of previous generation platforms and related video games. We also operate refurbishment centers in the U.S., Canada, Australia and Europe, where defective video game products can be tested, repaired, relabeled, repackaged and redistributed back to our stores.

*Video Game Accessories.* Video game accessories consist primarily of controllers, gaming headsets, memory cards and other add-ons for use with video game hardware and software.

*Digital.* The proliferation of online game play through Microsoft Xbox Live, the PlayStation Network and PC gaming Web sites has led to consumer demand for subscription, time and points cards ("digital currency") as well as digitally downloadable content ("DLC"), for existing console video games. We sell a wide variety of digital currency and we have developed technology to sell DLC in our stores and on our U.S. Web site. We believe we are the worldwide leading retailer of digital currency sales and the sale of DLC for Xbox Live and the PlayStation Network. We believe that we are frequently the leading seller of DLC for most major game titles.

*Mobile and Consumer Electronics.* Our mobile and consumer electronics business consists of the sale of new smartphones, tablets, headphones and accessories and buying, selling and trading of select pre-owned smartphones, tablets and MP3 players in our U.S. stores and in a majority of stores in our international markets. Beginning in November 2013, this product category also includes the revenues generated in our Spring Mobile, Aio Wireless and Simply Mac stores from the sales of wireless products and services and Apple and other consumer electronics.

*Other Products.* We purchase PC entertainment software from over 20 publishers, including Electronic Arts, Microsoft and Activision. We offer PC entertainment software across a variety of genres, including Sports, Action, Strategy, Adventure/Role Playing and Simulation. We also carry strategy guides, magazines and gaming-related toys, such as Skylanders from Activision.

### **Store Operations**

As of February 1, 2014, we operated 6,675 stores, primarily under the names GameStop, EB Games and Micromania. We design our stores to provide an electronic gaming atmosphere with an engaging and visually captivating layout. Our stores are typically equipped with several video game sampling areas, which provide our customers the opportunity to play games before purchase, as well as equipment to play video game clips. We use store configuration, in-store signage and product demonstrations to produce marketing opportunities both for our vendors and for us.

Our Video Game Brands stores average approximately 1,400 square feet and carry a balanced mix of new and pre-owned and value video game products and mobile products. Our Technology Brands stores range between 900 and 2,600 square feet and carry wireless products and accessories and, in Simply Mac stores, Apple and other consumer electronics. Our stores are generally located in high-traffic "power strip centers," local neighborhood strip centers, high-traffic shopping malls and pedestrian areas, primarily in major metropolitan areas. These locations provide easy access and high frequency of visits and, in the case of strip centers and high-traffic pedestrian stores, high visibility. We target strip centers that are conveniently located, have a mass merchant or supermarket anchor tenant and have a high volume of customers.

### **Site Selection and Locations**

*Site Selection.* Site selections for new stores are made after an extensive review of demographic data, including data from our PowerUp Rewards loyalty program, and other information relating to market potential, competitor access and visibility, compatible nearby tenants, accessible parking, location visibility, lease terms and the location of our other stores. Spring Mobile and Aio Wireless stores are selected after approval from AT&T. Simply Mac stores are selected using input from Apple. Most of our stores are located in highly visible locations within malls and strip centers. In each of our geographic segments, we have a dedicated staff of real estate personnel experienced in selecting store locations.

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*Locations.* The table below sets forth the number and locations of our stores included in the Video Game Brands segments in the U.S., Canada, Europe and Australia and our Technology Brands segment as of February 1, 2014:

<b>United States Video Game Brands</b>	<b>Number of Stores</b>
Alabama	68
Alaska	7
Arizona	80
Arkansas	34
California	430
Colorado	65
Connecticut	53
Delaware	15
District of Columbia	3
Florida	269
Georgia	130
Guam	2
Hawaii	21
Idaho	16
Illinois	177
Indiana	90
Iowa	32
Kansas	35
Kentucky	74
Louisiana	71
Maine	11
Maryland	98
Massachusetts	90
Michigan	114
Minnesota	53
Mississippi	45
Missouri	75
Montana	10
Nebraska	20
Nevada	40
New Hampshire	26
New Jersey	140
New Mexico	26
New York	247
North Carolina	136
North Dakota	9
Ohio	179
Oklahoma	46
Oregon	37
Pennsylvania	217
Puerto Rico	46
Rhode Island	14
South Carolina	73
South Dakota	9
Tennessee	97
Texas	372

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	<b>Number of Stores</b>
<b>United States Video Game Brands</b>	
Utah	28
Vermont	5
Virginia	137
Washington	78
West Virginia	31
Wisconsin	60
Wyoming	8
<b>Total Stores - United States Video Game Brands</b>	<b>4,249</b>

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	<b>Number of Stores</b>
<b>International</b>	
Canada	335
<b>Total Stores - Canada Video Game Brands</b>	<b>335</b>
Australia	379
New Zealand	39
<b>Total Stores - Australia Video Game Brands</b>	<b>418</b>
Austria	27
Denmark	37
Finland	20
France	442
Germany	209
Ireland	51
Italy	431
Norway	47
Spain	108
Sweden	63
Switzerland	20
<b>Total Stores - Europe Video Game Brands</b>	<b>1,455</b>
<b>Total International Stores</b>	<b>2,208</b>
<b>Technology Brands</b>	
Arizona	21
California	49
Colorado	26
Georgia	8
Idaho	6
Illinois	9
Indiana	5
Iowa	4
Louisiana	1
Minnesota	3
Missouri	1
Montana	5
Nebraska	3
Nevada	5
New Mexico	2
New York	1
Ohio	6
Oregon	1
Texas	16
Utah	36
Washington	2
Wyoming	8
<b>Total Stores - Technology Brands</b>	<b>218</b>
<b>Total Stores</b>	<b>6,675</b>

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### **Game Informer**

We publish *Game Informer*, the world's largest physical and digital video game publication and Web site featuring reviews of new title releases, game tips and news regarding current developments in the electronic game industry. Print and digital versions of the monthly magazine are sold through subscriptions, digitally and through displays in our stores throughout most of the world. *Game Informer* magazine is the third largest consumer publication in the U.S. and for its December 2013 issue, the magazine had over 7.6 million paid subscribers, including over 3.0 million paid digital magazine subscribers. According to the Alliance for Audited Media, the digital version of the magazine is the largest subscription digital magazine in the world. *Game Informer* is a part of the PowerUp Rewards Pro loyalty program as a key feature of each paid PowerUp Rewards membership. We also operate the Web site [www.gameinformer.com](http://www.gameinformer.com), which is the premier destination for moment-by-moment news, features and reviews related to video gaming. In 2013, the Web site averaged over 2.9 million monthly unique visitors. *Game Informer* revenues are also generated through the sale of advertising space in *Game Informer* magazine and on [www.gameinformer.com](http://www.gameinformer.com). English version results from *Game Informer* operations are included in the United States segment where the majority of subscriptions and sales are generated. Other international version results from *Game Informer* operations are included in the segment in which the sales are generated.

### **E-Commerce**

We operate several electronic commerce Web sites in various countries, including [www.gamestop.com](http://www.gamestop.com), [www.ebgames.com.au](http://www.ebgames.com.au), [www.ebgames.co.nz](http://www.ebgames.co.nz), [www.gamestop.ca](http://www.gamestop.ca), [www.gamestop.it](http://www.gamestop.it), [www.gamestop.es](http://www.gamestop.es), [www.gamestop.ie](http://www.gamestop.ie), [www.gamestop.de](http://www.gamestop.de), [www.gamestop.co.uk](http://www.gamestop.co.uk) and [www.micromania.fr](http://www.micromania.fr), that allow our customers to buy video game products and other merchandise online and, in some cases, allow customers to reserve merchandise and then pick it up in stores. The sites also offer customers information and content about available games, release dates for upcoming games, and access to store information, such as location and product availability. Additionally, we offer over 2,000 titles of digitally downloadable PC video games available for purchase at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames). E-commerce results are included in the geographic segment where the sales originate.

### **Kongregate**

We operate the online video gaming site [www.kongregate.com](http://www.kongregate.com), which is a leading web and mobile gaming platform. Over 20,000 developers have uploaded more than 80,000 games to Kongregate.com that have been played nearly 3 billion times. The majority of Kongregate's revenues come from in-game transactions utilizing a proprietary virtual currency called Kreds. Kongregate's mobile publishing division has several titles available in both the Apple and Google app stores.

### **BuyMyTronics**

In March 2012, we purchased the assets of BuyMyTronics, an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). BuyMyTronics provides consumers and businesses with solutions to earn cash for their pre-owned personal or corporate-issued mobile phones, tablets, MP3 players and other consumer electronic devices. The results of BuyMyTronics are reported with our mobile results.

### **Advertising**

Our stores are primarily located in high traffic, high visibility areas of regional shopping malls, strip centers and pedestrian shopping areas. Given the high foot traffic drawn past the stores themselves, we use in-store marketing efforts such as window displays and "coming soon" signs to attract customers, as well as to promote pre-owned video game products. Inside our stores, we feature selected products through the use of vendor displays, "coming soon" or preview videos, signs, catalogs, point-of-purchase materials and end-cap displays. These advertising efforts are designed to increase the initial sales of new titles upon their release.

On a global basis, we receive cooperative advertising and market development funds from manufacturers, distributors, software publishers and accessory suppliers to promote their respective products. Generally, vendors agree to purchase advertising space in one of our advertising vehicles. Once we run the advertising, the vendor pays to us an agreed amount.

We have loyalty programs in most of the markets in which we operate. Our various loyalty programs total over 34 million members worldwide. These programs are designed to incent our customers to shop more often at our stores and to allow us to market directly to our customers based on their individual tastes and preferences. Our loyalty programs provide members with the opportunity to earn unique video game related rewards not available through any other retailer. Vendors also participate in these programs to increase the sales of their individual products. Our PowerUp Rewards program in the United States gives our customers the ability to sign up for a free or paid membership that offers points earned on purchases in our stores, on our U.S. Web site and on Kongregate.com, which can be redeemed for discounts or merchandise. The program's paid tier also includes a



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subscription to *Game Informer* magazine, additional discounts on selected merchandise and additional credit on trade-ins in our stores.

In the last several years, as part of our brand-building efforts and targeted growth strategies, we expanded our advertising and promotional activities in certain targeted markets at certain key times of the year. In addition, we expanded our use of television and radio advertising in certain markets to promote brand awareness and store openings. We expect our investment in advertising through our loyalty programs to increase as we continue to expand our membership base and build our brand.

### **Information Management**

Our operating strategy involves providing a broad merchandise selection to our customers as quickly and as cost-effectively as possible. We use our inventory management systems to maximize the efficiency of the flow of products to our stores, enhance store efficiency and optimize store in-stock and overall investment in inventory.

*Distribution.* We operate distribution facilities in various locations throughout the world, with each location strategically located to support the operations in a particular country or region. In order to enhance our first-to-market distribution network, we also utilize the services of several off-site, third-party operated distribution centers that pick up products from our suppliers, repackage the products for each of our stores and ship those products to our stores by package carriers. Our ability to rapidly process incoming shipments of new release titles at our facilities and third-party facilities and deliver those shipments to all of our stores, either that day or by the next morning, enables us to meet peak demand and replenish stores. Inventory is shipped to each store at least twice a week, or daily, if necessary, in order to keep stores in supply of products. Our distribution facilities also typically support refurbishment of pre-owned products to be redistributed to our stores.

We distribute products to our U.S. stores through a 362,000 square foot distribution center in Grapevine, Texas and a 260,000 square foot distribution center in Louisville, Kentucky. We currently use the center in Louisville, Kentucky to support our first-to-market distribution efforts, while our Grapevine, Texas facility supports efforts to replenish stores. The state-of-the-art facilities in both U.S. locations are designed to effectively control and minimize inventory levels. Technologically-advanced conveyor systems and flow-through racks control costs and improve speed of fulfillment in both facilities. The technology used in the distribution centers allows for high-volume receiving, distributions to stores and returns to vendors.

We distribute merchandise to our Canadian segment from two distribution centers in Brampton, Ontario. We have a distribution center near Brisbane, Australia which supports our Australian operations and a small distribution facility in New Zealand which supports the stores in New Zealand. European segment operations are supported by six regionally-located distribution centers in Milan, Italy; Memmingen, Germany; Arlov, Sweden; Valencia, Spain; Dublin, Ireland; and Paris, France. We continue to invest in state-of-the-art facilities in our distribution centers as the distribution volume, number of stores supported and returns on such investments permit.

*Digital Distribution.* We have developed proprietary technology to work in conjunction with developers, as well as Microsoft and Sony, to enable us to sell DLC in our stores and on our e-commerce sites. The DLC typically available today consists of add-on content developed by publishers for existing games.

*Management Information Systems.* Our proprietary inventory management systems and point-of-sale technology show daily sales and in-store stock by title by store. Our systems use this data to automatically generate replenishment shipments to each store from our distribution centers, enabling each store to carry a merchandise assortment uniquely tailored to its own sales mix and rate of sale. Our call lists and reservation system also provide our buying staff with information to determine order size and inventory management for store-by-store inventory allocation. We constantly review and edit our merchandise categories with the objective of ensuring that inventory is up-to-date and meets customer needs.

To support most of our operations, we use a large-scale, Intel-based computing environment with a state-of-the-art storage area network and a wired and wireless corporate network installed at our U.S. and regional international headquarters, and a secure, virtual private network to access and provide services to computing assets located in our stores, distribution centers and satellite offices and to our mobile workforce. This strategy has proven to minimize initial outlay of capital while allowing for flexibility and growth as operations expand. Computing assets and our mobile workforce around the globe access this environment via a secure, virtual private network. Regional communication links exist to each of our distribution centers and offices in international locations with connectivity to our U.S. data center as required by our international, distributed applications.

Our in-store point-of-sale system enables us to efficiently manage in-store transactions. This proprietary point-of-sale system has been enhanced to facilitate trade-in transactions, including automatic look-up of trade-in prices and printing of machine-readable bar codes to facilitate in-store restocking of pre-owned video games. In addition, our central database of all pre-owned and value video game products allows us to actively manage the pricing and product availability of our pre-owned video game products across our store base and reallocate our pre-owned and value video game products as necessary.

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### **Field Management and Staff**

Each of our Video Game Brands stores employs, on average, one manager, one assistant manager and between two and ten sales associates, many of whom are part-time employees. Each store manager is responsible for managing their personnel and the economic performance of their store. We have cultivated a work environment that attracts employees who are actively interested in electronic games. We seek to hire and retain employees who know and enjoy working with our products so that they are better able to assist customers. To encourage them to sell the full range of our products and to maximize our profitability, we provide our employees with targeted incentive programs to drive overall sales and sales of higher margin products. In certain locations, we also provide certain employees with the opportunity to take home and try new video games, which enables them to better discuss those games with our customers. In addition, employees are casually dressed to encourage customer access and increase the “game-oriented” focus of the stores.

Our stores communicate with our corporate offices daily via e-mail. This e-mail allows for better tracking of trends in upcoming titles, competitor strategies and in-stock inventory positions. In addition, this electronic communication allows title selection in each store to be continuously updated and tailored to reflect the tastes and buying patterns of the store’s local market. These communications also give field management access to relevant inventory levels and loss prevention information and the opportunity to communicate directly with our executives. We have invested in significant management training programs for our store managers and our district managers to enhance their business management skills. We also sponsor annual store managers’ conferences at which we operate intense educational training programs to provide our employees with information about the video game products that will be released by publishers in the holiday season. All video game software publishers are invited to attend the conferences.

Our U.S. Video Game Brands store operations are managed by four market vice presidents of stores and 30 regional store operations directors. The regions are further divided into districts, each with a district manager covering an average of 14 stores. In total, there are approximately 297 districts. Our international operations are managed by a senior executive, with stores in Europe managed by two senior vice presidents, one vice president and with managing directors in each region. Our stores in Australia and Canada are each managed by a vice president. We also employ regional loss prevention managers who assist the stores in implementing security measures to prevent theft of our products.

We operate the Technology Brands stores with a field management and store management structure similar to that of our Video Game Brands stores. Simply Mac stores operate with a vice president of stores overseeing three district managers, who supervise between six and ten store managers. Spring Mobile stores are managed by a senior vice president of stores who manages five regional directors, each of whom manages between two and seven district managers. District managers manage between five and 12 stores. Aio Wireless stores are managed by a vice president who oversees four regional managers, each of whom manages a geographic market containing between three and 15 stores.

### **Customer Service**

Our store personnel provide value-added services to each customer, such as maintaining lists of regular customers and reserving new releases for customers with a down payment to ensure product availability. In addition, our store personnel readily provide product reviews and ratings to ensure customers are making informed purchasing decisions and inform customers of available resources, including *Game Informer* and our e-commerce sites, to increase a customer’s enjoyment of the product upon purchase.

### **Vendors**

We purchase substantially all of our new products worldwide from over 80 manufacturers, software publishers and several distributors. Purchases from the top ten vendors accounted for approximately 87% of our new product purchases in fiscal 2013. As of February 1, 2014, six vendors accounted for greater than 10% of our new product purchases during fiscal 2013. Sony, Microsoft, Nintendo, Take-Two Interactive, Electronic Arts and Activision accounted for 20%, 15%, 12%, 11%, 10%, and 10%, respectively. We have established price protections and return privileges with our primary vendors in order to reduce our risk of inventory obsolescence. In addition, we have few purchase contracts with trade vendors and generally conduct business on an order-by-order basis, a practice that is typical throughout the industry. We believe that maintaining and strengthening our long-term relationships with our vendors is essential to our operations and continued expansion. We believe that we have very good relationships with our vendors.

### **Competition**

The electronic game industry is intensely competitive and subject to rapid changes in consumer preferences and frequent new product introductions. We compete with mass merchants and regional chains; computer product and consumer electronics stores; other video game and PC software specialty stores; toy retail chains; direct sales by software publishers; and online retailers

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and game rental companies. Video game products are also distributed through other methods such as digital delivery. We also compete with sellers of pre-owned and value video game products. Additionally, we compete with other forms of entertainment activities, including casual and mobile games, movies, television, theater, sporting events and family entertainment centers.

In the U.S., we compete with Wal-Mart Stores, Inc. (“Wal-Mart”); Target Corporation (“Target”); Amazon.com, Inc. (“Amazon.com”); and Best Buy Co., Inc. (“Best Buy”). Competing video game specialists in Europe include Game Retail Limited based in the United Kingdom and its Spanish affiliate, Game Stores Iberia. Throughout Europe we also compete with major consumer electronics retailers such as Media Markt, Saturn and FNAC, major hypermarket chains like Carrefour and Auchan, and online retailer Amazon.com. Competitors in Canada include Wal-Mart, Best Buy and its subsidiary Future Shop. In Australia, competitors include K-Mart, Target and JB HiFi stores.

Our Spring Mobile stores compete with AT&T corporate-owned stores, other AT&T authorized resellers, mass market retailers such as Wal-Mart, Best Buy and Target, among others, as well as other wireless carriers and their distribution channels, including Verizon, Sprint and T-Mobile. Our Simply Mac stores compete with Apple, including on-line and corporate owned Apple stores, mass-market retailers as noted above, and other authorized Apple resellers. Aio Wireless stores compete with the pre-paid and post-paid wireless service offerings of AT&T, Verizon, T-Mobile, Sprint and other prepaid brands including Cricket, Boost, GoPhone and MetroPCS.

### **Seasonality**

Our business, like that of many retailers, is seasonal, with the major portion of our sales and operating profit realized during the fourth fiscal quarter, which includes the holiday selling season. During fiscal 2013, we generated approximately 41% of our sales during the fourth quarter. Our fiscal 2012 operating loss was impacted by \$680.7 million of goodwill and asset impairments. Therefore, the seasonality of our operating earnings (loss) is not comparable between fiscal 2013 and fiscal 2012. Excluding the impact of the goodwill and asset impairment charges, we generated approximately 64% and 65% of our operating earnings during the fourth quarter of fiscal 2013 and fiscal 2012, respectively. Excluding the 53<sup>rd</sup> week sales from fiscal 2012, we generated approximately 39% of our sales during the fourth quarter.

### **Trademarks**

We have a number of trademarks and servicemarks, including “GameStop,” “Game Informer,” “EB Games,” “Electronics Boutique,” “Spring Mobile,” “Simply Mac,” “Kongregate,” “BuyMyTronics,” “Power to the Players<sup>™</sup>” and “PowerUp Rewards,” which have been registered by us with the United States Patent and Trademark Office. For many of our trademarks and servicemarks, including “Micromania,” we also have registered or have registrations pending with the trademark authorities throughout the world. We maintain a policy of pursuing registration of our principal marks and opposing any infringement of our marks.

### **Employees**

We have approximately 17,000 full-time salaried and hourly employees and between 27,000 and 52,000 part-time hourly employees worldwide, depending on the time of year. Fluctuation in the number of part-time hourly employees is due to the seasonality of our business. We believe that our relationship with our employees is excellent. Some of our international employees are covered by collective bargaining agreements, while none of our U.S. employees are represented by a labor union or are members of a collective bargaining unit.

### **Available Information**

We make available on our corporate Web site ([www.gamestopcorp.com](http://www.gamestopcorp.com)), under “Investor Relations — SEC Filings,” free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file or furnish such material to the Securities and Exchange Commission (“SEC”). You may read and copy this information or obtain copies of this information by mail from the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. Further information on the operation of the SEC’s Public Reference Room in Washington, D.C. can be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains a Web site that contains reports, proxy statements and other information about issuers, like GameStop, who file electronically with the SEC. The address of that site is <http://www.sec.gov>. In addition to copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, our Code of Standards, Ethics and Conduct is available on our Web site under “Investor Relations — Corporate Governance” and is available to our stockholders in print, free of charge, upon written request to the Investor Relations Department at GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051.

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### **Item 1A. Risk Factors**

An investment in our company involves a high degree of risk. You should carefully consider the risks below, together with the other information contained in this report, before you make an investment decision with respect to our company. The risks described below are not the only ones facing us. Additional risks not presently known to us, or that we consider immaterial, may also impair our business operations. Any of the following risks could materially adversely affect our business, operating results or financial condition, and could cause a decline in the trading price of our common stock and the value of your investment.

#### **Risks Related to Our Business**

***If economic conditions do not improve, demand for the products we sell may decline.***

Sales of our products involve discretionary spending by consumers. Consumers are typically more likely to make discretionary purchases, including purchasing video game products, when there are favorable economic conditions. In recent years, poor worldwide economic conditions have led consumers to delay or reduce discretionary spending, including purchases of the products we sell. If conditions do not improve, these delays or reductions may continue, which could negatively impact our business, results of operations and financial condition.

***The electronic game industry is cyclical and affected by the introduction of next-generation consoles, which could negatively impact the demand for existing products or our pre-owned business.***

The electronic game industry has been cyclical in nature in response to the introduction and maturation of new technology. Following the introduction of new video game platforms, sales of these platforms and related software and accessories generally increase due to initial demand, while sales of older platforms and related products generally decrease as customers migrate toward the new platforms. A new console cycle began when Nintendo launched the Wii U in November 2012 and Sony and Microsoft launched their next generation of consoles, the PlayStation 4 and Xbox One, in November 2013. If the new video game platforms are not successful, our sales of video game products could decline. The introduction of these next-generation consoles could negatively impact the demand for existing products or our pre-owned business, which could have a negative impact on our sales and earnings.

***The introduction of next-generation consoles could negatively impact the demand for existing products or our pre-owned business.***

The introduction of next-generation consoles, the features of such consoles, including any future restrictions or conditions that may adversely affect our pre-owned business or the ability to play prior generation video games on such consoles, and the impact on demand for existing products could have a negative impact on our sales and earnings.

***We depend upon the timely delivery of products.***

We depend on major hardware manufacturers, primarily Microsoft, Sony and Nintendo, to deliver new and existing video game platforms and new innovations on a timely basis and in anticipated quantities. In addition, we depend on software publishers to introduce new and updated software titles. We have experienced sales declines in the past due to a reduction in the number of new software titles available for sale. Any material delay in the introduction or delivery, or limited allocations, of hardware platforms or software titles could result in reduced sales.

***We depend upon third parties to develop products and software.***

Our business depends upon the continued development of new and enhanced video game platforms and accessories and video game and PC entertainment software. Our business could suffer and has declined due to the failure of manufacturers to develop new or enhanced video game platforms, a decline in the continued technological development and use of multimedia PCs, or the failure of software publishers to develop popular game and entertainment titles for current or future generation video game systems or PC hardware.

***If we fail to keep pace with changing industry technology and consumer preferences, we will be at a competitive disadvantage.***

The interactive entertainment industry is characterized by swiftly changing technology, evolving industry standards, frequent new and enhanced product introductions, rapidly changing consumer preferences and product obsolescence. Video games are now played on a wide variety of products, including mobile phones, tablets, social networking Web sites and other devices. In order to continue to compete effectively in the electronic game industry, we need to respond quickly to technological changes and to understand their impact on our customers' preferences. It may take significant time and resources to respond to these technological changes. If we fail to keep pace with these changes, our business may suffer.

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### ***Technological advances in the delivery and types of video games and PC entertainment software, as well as changes in consumer behavior related to these new technologies, could lower our sales.***

While it is currently possible to download video game content to the current generation video game systems, downloading is somewhat constrained by bandwidth capacity. However, broadband speeds are increasing and downloading technology is becoming more prevalent and continues to evolve rapidly. The new consoles from Sony and Microsoft have improved download technology. If these consoles and other advances in technology continue to expand our customers' ability to access and download the current format of video games and incremental content for their games through these and other sources, our customers may no longer choose to purchase video games in our stores or reduce their purchases in favor of other forms of game delivery. As a result, our sales and earnings could decline.

### ***We may not compete effectively as browser, mobile and social gaming becomes more popular.***

Gaming continues to evolve rapidly. The popularity of browser, mobile and social gaming has increased greatly and this popularity is expected to continue to grow. Browser, mobile and social gaming is accessed through hardware other than the consoles and traditional hand-held video game devices we currently sell. If we are unable to respond to this growth in popularity of browser, mobile and social games and transition our business to take advantage of these new forms of gaming, our financial position and results of operations could suffer. We have been and are currently pursuing various strategies to integrate these new forms of gaming into our business model, but we can provide no assurances that these strategies will be successful or profitable.

### ***Our ability to obtain favorable terms from our suppliers may impact our financial results.***

Our financial results depend significantly upon the business terms we can obtain from our suppliers, including competitive prices, unsold product return policies, advertising and market development allowances, freight charges and payment terms. We purchase substantially all of our products directly from manufacturers, software publishers and, in some cases, distributors. Our largest vendors worldwide are Sony, Microsoft, Nintendo, Take-Two Interactive, Electronic Arts and Activision, which accounted for 20%, 15%, 12%, 11%, 10% and 10%, respectively, of our new product purchases in fiscal 2013. If our suppliers do not provide us with favorable business terms, we may not be able to offer products to our customers at competitive prices.

### ***If our vendors fail to provide marketing and merchandising support at historical levels, our sales and earnings could be negatively impacted.***

The manufacturers of video game hardware and software have typically provided retailers with significant marketing and merchandising support for their products. Additionally, AT&T and Apple provide our Technology Brands stores with similar support. As part of this support, we receive cooperative advertising and market development payments from these vendors. These cooperative advertising and market development payments enable us to actively promote and merchandise the products we sell and drive sales at our stores and on our Web sites. We cannot assure you that vendors will continue to provide this support at historical levels. If they fail to do so, our sales and earnings could be negatively impacted.

### ***We have made and may make investments and acquisitions which could negatively impact our business if we fail to successfully complete and integrate them, or if they fail to perform in accordance with our expectations.***

To enhance our efforts to grow and compete, we have made and continue to make investments and acquisitions. These activities include investments in and acquisitions of digital, browser, social and mobile gaming and technology-based companies as the delivery methods for video games continue to evolve, and investments in new retail categories like wireless and consumer electronics. Our plans to pursue future transactions are subject to our ability to identify potential candidates and negotiate favorable terms for these transactions. Accordingly, we cannot assure you that future investments or acquisitions will be completed. In addition, to facilitate future transactions, we may take actions that could dilute the equity interests of our stockholders, increase our debt or cause us to assume contingent liabilities, all of which may have a detrimental effect on the price of our common stock. Also, companies that we have acquired, and that we may acquire in the future, could have products that are in development, and there is no assurance that these products will be successfully developed. Finally, if any acquisitions are not successfully integrated with our business, or fail to perform in accordance with our expectations, our ongoing operations could be adversely affected. Integration of digital, browser, social and mobile gaming and mobile phone and technology-based companies or other retailers may be particularly challenging to us as these companies are outside of our historical operating expertise.

### ***Pressure from our competitors may force us to reduce our prices or increase spending, which could decrease our profitability.***

The electronic game industry is intensely competitive and subject to rapid changes in consumer preferences and frequent new product introductions. We compete with mass merchants and regional chains, including Wal-Mart and Target; computer product and consumer electronics stores, including Best Buy; internet-based retailers such as Amazon.com; other U.S. and

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international video game and PC software specialty stores located in malls and other locations, such as Carrefour and Media Markt; toy retail chains; direct sales by software publishers; and online retailers and game rental companies. Some of our competitors have longer operating histories and may have greater financial resources than we do or other advantages, including non-taxability of sold merchandise. In addition, video game products and content are increasingly being digitally distributed and new competitors built to take advantage of these new capabilities are entering the marketplace, and other methods may emerge in the future. We also compete with other sellers of pre-owned video game products and other PC software distribution companies, including Steam. Certain of our mass-merchants competitors are expanding in the market for pre-owned video games through aggressive pricing which may negatively affect our margins, sales and earnings for these products. Additionally, we compete with other forms of entertainment activities, including browser, social and mobile games, movies, television, theater, sporting events and family entertainment centers. Our Technology Brands stores compete with a wide variety of other wireless carriers and retailers and consumer electronics retailers. If we lose customers to our competitors, or if we reduce our prices or increase our spending to maintain our customers, we may be less profitable.

### ***We depend upon our key personnel and they would be difficult to replace.***

Our success depends upon our ability to attract, motivate and retain a highly trained and engaged workforce, including key management for our stores and skilled merchandising, marketing, financial and administrative personnel. The turnover rate in the retail industry is relatively high, and there is an ongoing need to recruit and train new store employees. Factors that affect our ability to maintain sufficient numbers of qualified employees include employee morale, our reputation, unemployment rates, competition from other employers and our ability to offer appropriate compensation packages. Additionally, we depend upon the continued services of our key executive officers: Daniel A. DeMatteo, our Executive Chairman; J. Paul Raines, our Chief Executive Officer; Tony D. Bartel, our President; Robert A. Lloyd, our Executive Vice President and Chief Financial Officer; Michael Mauler, our Executive Vice President-International; and Michael P. Hogan, our Executive Vice President-Strategic Business and Brand Development. Our inability to recruit a sufficient number of qualified individuals or our failure to retain key employees in the future may have a negative impact on our business.

### ***International events could delay or prevent the delivery of products to our suppliers.***

Our suppliers rely on foreign sources, primarily in Asia, to manufacture a portion of the products we purchase from them. As a result, any event causing a disruption of imports, including natural disasters or the imposition of import restrictions or trade restrictions in the form of tariffs or quotas, could increase the cost and reduce the supply of products available to us, which could lower our sales and profitability.

### ***Our international operations expose us to numerous risks.***

We have international retail operations in Australia, Canada and Europe. Because release schedules for hardware and software introduction in these markets often differ from release schedules in the United States, the timing of increases and decreases in foreign sales may differ from the timing of increases and decreases in domestic sales. We are also subject to a number of other factors that may affect our current or future international operations. These include:

- economic downturns, specifically in the regions in which we operate;
- currency exchange rate fluctuations;
- international incidents;
- natural disasters;
- government instability; and
- competitors entering our current and potential markets.

Our operations in Europe are also subject to risks associated with the current economic conditions and uncertainties in the European Union (“EU”). European and global economic conditions have already been negatively impacted by the ability of certain EU member states to service their sovereign debt obligations. Additionally, there continues to be uncertainty over the possibility that other EU member states may experience similar financial troubles, the ultimate outcome of the EU governments’ financial support programs, the possible breakup or restructuring of the EU and the possible elimination or restructuring of the EU monetary system. These continued uncertainties could further disrupt European and global economic conditions. Unfavorable economic conditions could negatively impact consumer demand for our products. These factors could have an adverse effect on our business, results of operations and financial condition.

We are also subject to risks that our operations outside the United States could be conducted by our employees, contractors, representatives or agents in ways that violate the Foreign Corrupt Practices Act or other similar anti-bribery laws. While we have

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policies and procedures intended to ensure compliance with these laws, our employees, contractors, representatives and agents may take actions that violate our policies. Moreover, it may be more difficult to oversee the conduct of any such persons who are not our employees, potentially exposing us to greater risk from their actions. Any violations of those laws by any of those persons could have a negative impact on our business.

### ***Unfavorable changes in our global tax rate could have a negative impact on our business, results of operations and cash flows.***

As a result of our operations in many foreign countries, our global tax rate is derived from a combination of applicable tax rates in the various jurisdictions in which we operate. Depending upon the sources of our income, any agreements we may have with taxing authorities in various jurisdictions and the tax filing positions we take in various jurisdictions, our overall tax rate may be higher than other companies or higher than our tax rates have been in the past. We base our estimate of an annual effective tax rate at any given point in time on a calculated mix of the tax rates applicable to our business and to estimates of the amount of income to be derived in any given jurisdiction. A change in the mix of our business from year to year and from country to country, changes in rules related to accounting for income taxes, changes in tax laws in any of the multiple jurisdictions in which we operate or adverse outcomes from the tax audits that regularly are in process in any jurisdiction in which we operate could result in an unfavorable change in our overall tax rate, which could have a material adverse effect on our business and results of our operations.

### ***If we are unable to renew or enter into new leases on favorable terms, our revenue growth may decline.***

All of our retail stores are located in leased premises. If the cost of leasing existing stores increases, we cannot assure you that we will be able to maintain our existing store locations as leases expire. In addition, we may not be able to enter into new leases on favorable terms or at all, or we may not be able to locate suitable alternative sites or additional sites for new store expansion in a timely manner. Our revenues and earnings may decline if we fail to maintain existing store locations, enter into new leases, locate alternative sites or find additional sites for new store expansion.

### ***Restrictions on our ability to take trade-ins of and sell pre-owned video game products or pre-owned mobile devices could negatively affect our financial condition and results of operations.***

Our financial results depend on our ability to take trade-ins of, and sell, pre-owned video game products and pre-owned mobile devices within our stores. Actions by manufacturers or publishers of video game products or mobile devices, wireless carriers or governmental authorities to prohibit or limit our ability to take trade-ins or sell pre-owned video game products or mobile devices, or to limit the ability of consumers to play pre-owned video games or use pre-owned mobile devices, could have a negative impact on our sales and earnings.

### ***Sales of video games containing graphic violence may decrease as a result of actual violent events or other reasons, and our financial results may be adversely affected as a result.***

Many popular video games contain material with graphic violence. These games receive an “M” or “T” rating from the Entertainment Software Ratings Board. As actual violent events occur and are publicized, or for other reasons, public acceptance of graphic violence in video games may decline. Consumer advocacy groups may increase their efforts to oppose sales of graphically-violent video games and may seek legislation prohibiting their sales. As a result, our sales of those games may decrease, which could adversely affect our financial results.

### ***An adverse trend in sales during the holiday selling season could impact our financial results.***

Our business, like that of many retailers, is seasonal, with the major portion of our sales and operating profit realized during the fourth fiscal quarter, which includes the holiday selling season. During fiscal 2013, we generated approximately 41% of our sales during the fourth quarter. Any adverse trend in sales during the holiday selling season could lower our results of operations for the fourth quarter and the entire fiscal year.

### ***Our results of operations may fluctuate from quarter to quarter.***

Our results of operations may fluctuate from quarter to quarter depending upon several factors, some of which are beyond our control. These factors include, but are not limited to:

- the timing and allocations of new product releases including new console launches;
- the timing of new store openings or closings;
- shifts in the timing or content of certain promotions or service offerings;
- the effect of changes in tax rates in the jurisdictions in which we operate;

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- acquisition costs and the integration of companies we acquire or invest in;
- the mix of earnings in the countries in which we operate;
- the costs associated with the exit of unprofitable markets or stores; and
- changes in foreign currency exchange rates.

These and other factors could affect our business, financial condition and results of operations, and this makes the prediction of our financial results on a quarterly basis difficult. Also, it is possible that our quarterly financial results may be below the expectations of public market analysts.

### ***Failure to effectively manage our new store openings could lower our sales and profitability.***

Our growth strategy depends in part upon opening new stores and operating them profitably. We opened 109 Video Game Brands stores and opened or acquired 218 Technology Brands stores in fiscal 2013, which is inclusive of the stores we acquired as a result of the Simply Mac and Spring Mobile acquisitions. We expect to open or acquire approximately 350 - 450 new stores in fiscal 2014, including 40 - 50 Video Game Brands stores and 300 - 400 Technology Brands stores. Our ability to open new stores and operate them profitably depends upon a number of factors, some of which may be beyond our control. These factors include:

- the ability to identify new store locations, negotiate suitable leases and build out the stores in a timely and cost efficient manner;
- the ability to hire and train skilled associates;
- the ability to integrate new stores into our existing operations; and
- the ability to increase sales at new store locations.

Our growth will also depend on our ability to process increased merchandise volume resulting from new store openings through our inventory management systems and distribution facilities in a timely manner. If we fail to manage new store openings in a timely and cost efficient manner, our growth or profits may decrease.

### ***Failure to successfully execute our strategy to close stores and transfer customers and sales to nearby stores could adversely impact our financial results.***

Our strategy includes closing stores which are not meeting our performance standards or stores at the end of their lease terms and transferring sales to other nearby GameStop locations. We plan to close approximately 170 - 180 Video Game Brands stores worldwide in fiscal 2014. We believe that we can ultimately increase profitability by successfully transferring customers and sales to other stores by marketing directly to the PowerUp Rewards members who have shopped in the stores that we plan to close. If we are unsuccessful in marketing to customers of the stores that we plan to close or in transferring sales to nearby stores, our sales and profitability could be adversely affected.

### ***We rely on centralized facilities for refurbishment of our pre-owned products. Any disruption to these facilities could adversely affect our profitability.***

We rely on centralized facilities for the refurbishment of all pre-owned products that we sell. If any disruption occurred at these facilities, whether due to natural disaster or severe weather, or events such as fire, accidents, power outages, systems failures, or other unforeseen causes, sales of our pre-owned products could decrease. Since we generally obtain higher margins on our pre-owned products, any adverse effect on their sales could adversely affect our profitability.

### ***If our management information systems fail to perform or are inadequate, our ability to manage our business could be disrupted.***

We rely on computerized inventory and management systems to coordinate and manage the activities in our distribution centers, as well as to communicate distribution information to the off-site, third-party operated distribution centers with which we work. The third-party distribution centers pick up products from our suppliers, repack the products for each of our stores and ship those products to our stores by package carriers. We use inventory replenishment systems to track sales and inventory. Our ability to rapidly process incoming shipments of new release titles and deliver them to all of our stores, either that day or by the next morning, enables us to meet peak demand and replenish stores at least twice a week, to keep our stores in stock at optimum levels and to move inventory efficiently. If our inventory or management information systems fail to adequately perform these functions, our business could be adversely affected. In addition, if operations in any of our distribution centers were to shut down



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or be disrupted for a prolonged period of time or if these centers were unable to accommodate the continued store growth in a particular region, our business could suffer.

### ***Data breaches involving customer or employee data stored by us could adversely affect our reputation and revenues.***

We store confidential information with respect to our customers and employees. A compromise of our data security systems or those of businesses we interact with could result in information related to our customers or employees being obtained by unauthorized persons. Any such breach of our systems could lead to fraudulent activity resulting in claims and lawsuits against us or other operational problems or interruptions in connection with such breaches. Consequently, despite our efforts, our security measures have been breached in the past and may be breached in the future due to cyber attack, team member error, malfeasance, fraudulent inducement or other acts; and unauthorized parties have in the past obtained, and may in the future obtain, access to our data or our customers' data. While costs associated with past security breaches have not been significant, any breach or unauthorized access in the future could result in significant legal and financial exposure and damage to our reputation that could potentially have an adverse effect on our business. While we also seek to obtain assurances that others we interact with will protect confidential information, there is a risk the confidentiality of data held or accessed by others may be compromised. If a compromise of our data security or function of our computer systems or website were to occur, it could have a material adverse effect on our operating results and financial condition and, possibly, subject us to additional legal, regulatory and operating costs and damage our reputation in the marketplace.

Also, the interpretation and enforcement of data protection laws in the United States, Europe and elsewhere are uncertain and, in certain circumstances, contradictory. These laws may be interpreted and enforced in a manner that is inconsistent with our policies and practices. If we are subject to data security breaches or government-imposed fines, we may have a loss in sales or be forced to pay damages or other amounts, which could adversely affect profitability, or be subject to substantial costs related to compliance.

### ***Litigation and the outcomes of such litigation could negatively impact our future financial condition and results of operations.***

In the ordinary course of our business, we are, from time to time, subject to various litigation and legal proceedings. In the future, the costs or results of such legal proceedings, individually or in the aggregate, could have a negative impact on our financial condition, results of operations and cash flows.

### ***Legislative actions and changes in accounting rules may cause our general and administrative and compliance costs to increase and impact our future financial condition and results of operations.***

In order to comply with laws adopted by the U.S. government or other U.S. or foreign regulatory bodies, we may be required to increase our expenditures and hire additional personnel and additional outside legal, accounting and advisory services, all of which may cause our general and administrative and compliance costs to increase. Significant workforce-related legislative changes could increase our expenses and adversely affect our operations. Examples of possible workforce-related legislative changes include changes to an employer's obligation to recognize collective bargaining units, the process by which collective bargaining agreements are negotiated or imposed, minimum wage requirements, and health care mandates. In addition, changes in the regulatory environment affecting Medicare reimbursements, product safety, supply chain transparency, and increased compliance costs related to enforcement of federal and state wage and hour statutes and common law related to overtime, among others, could cause our expenses to increase without an ability to pass through any increased expenses through higher prices. Environmental legislation or other regulatory changes could impose unexpected costs or impact us more directly than other companies due to our operations as a global retailer. Specifically, environmental legislation or international agreements affecting energy, carbon emissions, and water or product materials are continually being explored by governing bodies. Increasing energy and fuel costs, supply chain disruptions and other potential risks to our business, as well as any significant rule making or passage of any such legislation, could materially increase the cost to transport our goods and materially adversely affect our results of operations. Additionally, regulatory and enforcement activity focused on the retail industry has increased in recent years, increasing the risk of fines and additional operational costs associated with compliance.

### ***Our Board of Directors could change our dividend policy at any time.***

We initiated our first cash dividend on our common stock during fiscal 2012. Notwithstanding the foregoing, there is no assurance that we will continue to pay cash dividends on our common stock in the future. Certain provisions in our credit facility triggered by certain borrowing levels restrict our ability to pay dividends in the future. Subject to any financial covenants in current or future financing agreements that directly or indirectly restrict our ability to pay dividends, the payment of dividends is within the discretion of our Board of Directors and will depend upon our future earnings and cash flow from operations, our capital requirements, our financial condition and any other factors that the Board of Directors may consider. Unless we continue to pay

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cash dividends on our common stock in the future, the success of an investment in our common stock will depend entirely upon its future appreciation. Our common stock may not appreciate in value or even maintain the price at which it was purchased.

***We may record future goodwill impairment charges or other asset impairment charges which could negatively impact our future results of operations and financial condition.***

In recent periods we have recorded significant non-cash charges relating to the impairment of goodwill and other tangible and intangible assets that had a material adverse effect on our consolidated statements of operations and consolidated balance sheets. Because we have grown in part through acquisitions, goodwill and other acquired intangible assets represent a substantial portion of our assets. We also have long-lived assets consisting of property and equipment and other identifiable intangible assets which we review both on an annual basis as well as when events or circumstances indicate that the carrying amount of an asset may not be recoverable. If a determination is made that a significant impairment in value of goodwill, other intangible assets or long-lived assets has occurred, such determination could require us to impair a substantial portion of our assets. Asset impairments could have a material adverse effect on our financial condition and results of operations.

### **Risks Relating to Indebtedness**

***Because of our floating rate credit facility, we may be adversely affected by interest rate changes.***

Our financial position may be affected by fluctuations in interest rates, as our senior credit facility is subject to floating interest rates.

Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond our control. If we were to borrow against our senior credit facility, a significant increase in interest rates could have an adverse effect on our financial position and results of operations.

***The terms of our senior credit facility may impose significant operating and financial restrictions on us.***

The terms of our senior credit facility may impose significant operating and financial restrictions on us in certain circumstances. These restrictions, among other things, limit our ability to:

- incur, assume or permit to exist additional indebtedness or guaranty obligations;
- incur liens or agree to negative pledges in other agreements;
- engage in sale and leaseback transactions;
- make loans and investments;
- declare dividends, make payments or redeem or repurchase capital stock;
- engage in mergers, acquisitions and other business combinations;
- prepay, redeem or purchase certain indebtedness;
- amend or otherwise alter the terms of our organizational documents and indebtedness;
- sell assets; and
- engage in transactions with affiliates.

We cannot assure you that these covenants will not adversely affect our ability to finance our future operations or capital needs or to pursue available business opportunities.

***We may incur additional indebtedness in the future, which may adversely impact our financial condition and results of operations.***

We may incur additional indebtedness in the future, including additional secured indebtedness. Our senior credit facility restricts us from incurring additional indebtedness and is subject to important exceptions and qualifications. Such future indebtedness may have restrictions similar to or more restrictive than those contained in our senior credit facility. The incurrence of additional indebtedness could impact our financial condition and results of operations.

### **Item 1B. Unresolved Staff Comments**

None.

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**Item 2. Properties**

All of our stores are leased. Store leases typically provide for an initial lease term of three to five years, plus renewal options. This arrangement gives us the flexibility to pursue extension or relocation opportunities that arise from changing market conditions. We believe that, as current leases expire, we will be able to obtain either renewals at present locations, leases for equivalent locations in the same area, or be able to close the stores with expiring leases and transfer enough of the sales to other nearby stores to improve, if not at least maintain, profitability. We expect to open or acquire approximately 350 - 450 new stores in fiscal 2014, including 40 - 50 Video Game Brands stores and 300 - 400 Technology Brands stores. We also plan to close approximately 170 - 180 Video Game Brands stores worldwide in fiscal 2014.

The terms of the store leases for the 6,675 leased stores open as of February 1, 2014 expire as follows:

<b>Lease Terms to Expire During (12 Months Ending on or About January 31)</b>	<b>Number of Stores</b>
2015	2,297
2016	1,587
2017	1,137
2018	638
2019 and later	1,016
	<u>6,675</u>

At February 1, 2014, we owned or leased office and distribution facilities, with lease expiration dates ranging from 2014 to 2034 and an average remaining lease life of approximately four years, in the following locations:

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Location	Square Footage	Owned or Leased	Use
<b><u>United States</u></b>			
Grapevine, Texas, USA	519,000	Owned	Distribution and administration
Grapevine, Texas, USA	182,000	Owned	Manufacturing and distribution
Louisville, Kentucky, USA	260,000	Leased	Distribution
Minneapolis, Minnesota, USA	15,000	Leased	Administration
Salt Lake City, Utah	12,000	Leased	Administration
San Francisco, California, USA	8,500	Leased	San Francisco, California, USA
Denver, Colorado, USA	7,500	Leased	Distribution and administration
West Chester, Pennsylvania, USA	6,100	Leased	Administration
Greenwood Village, Colorado, USA	2,700	Leased	Administration
<b><u>Canada</u></b>			
Brampton, Ontario, Canada	119,000	Owned	Distribution and administration
Brampton, Ontario, Canada	59,000	Leased	Distribution and administration
<b><u>Australia</u></b>			
Eagle Farm, Queensland, Australia	185,000	Owned	Distribution and administration
Auckland, New Zealand	13,000	Leased	Distribution and administration
<b><u>Europe</u></b>			
Arlov, Sweden	80,000	Owned	Distribution and administration
Milan, Italy	123,000	Owned	Distribution and administration
Memmingen, Germany	67,000	Owned	Distribution and administration
Valencia, Spain	22,000	Leased	Distribution
Valencia, Spain	6,000	Leased	Administration
Dublin, Ireland	38,000	Leased	Distribution and administration
Paris, France	71,000	Leased	Distribution
Paris, France	1,000	Leased	Administration
Sophia Antipolis, France	17,000	Leased	Administration

Additional information regarding our properties can be found in “Item 1. Business - Store Operations” and “Item 1. Business - Site Selection and Locations” elsewhere in this Form 10-K.

### **Item 3. *Legal Proceedings***

In the ordinary course of business, we are, from time to time, subject to various legal proceedings, including matters involving wage and hour employee class actions and consumer class actions. We may enter into discussions regarding settlement of these and other types of lawsuits, and may enter into settlement agreements, if we believe settlement is in the best interest of our stockholders. We do not believe that any such existing legal proceedings or settlements, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows.

### **Item 4. *Mine Safety Disclosures***

Not applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Price Range of Common Stock**

Our Class A Common Stock is traded on the New York Stock Exchange ("NYSE") under the symbol "GME."

The following table sets forth, for the periods indicated, the high and low sales prices of the Class A Common Stock on the NYSE Composite Tape:

	Fiscal 2013	
	High	Low
Fourth Quarter	\$ 57.74	\$ 34.70
Third Quarter	\$ 56.08	\$ 47.04
Second Quarter	\$ 51.36	\$ 30.94
First Quarter	\$ 37.23	\$ 23.36

	Fiscal 2012	
	High	Low
Fourth Quarter	\$ 28.35	\$ 21.41
Third Quarter	\$ 24.49	\$ 15.32
Second Quarter	\$ 23.08	\$ 15.47
First Quarter	\$ 25.86	\$ 20.94

**Approximate Number of Holders of Common Equity**

As of March 20, 2014, there were approximately 1,549 record holders of our Class A Common Stock.

**Dividends**

Prior to February 2012, we had never declared or paid any dividends on our common stock. During fiscal 2012, we paid quarterly dividends of \$0.15 per share of Class A Common Stock during the first and second fiscal quarters and \$0.25 per share of Class A Common Stock during the third and fourth fiscal quarters. During fiscal 2013, we paid quarterly dividends of \$0.275 per share of Class A Common Stock during each of the four fiscal quarters. On March 4, 2014, our Board of Directors authorized an increase in our annual cash dividend from \$1.10 to \$1.32 per share of Class A Common Stock and on March 4, 2014, we declared our first quarterly dividend for fiscal 2014 of \$0.33 per share of Class A Common Stock, payable on March 25, 2014 to stockholders of record on March 17, 2014. Our payment of dividends is and will continue to be restricted by or subject to, among other limitations, applicable provisions of federal and state laws, our earnings and various business considerations, including our financial condition, results of operations, cash flow, the level of our capital expenditures, our future business prospects, our status as a holding company and such other matters that our Board of Directors deems relevant. In addition, the terms of the senior credit facility restrict our ability to pay dividends under certain circumstances. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources" herein for further information regarding restrictions on our dividend payments.

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### Issuer Purchases of Equity Securities

Our purchases of our equity securities during the fourth quarter of the fiscal year ended February 1, 2014 were as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)	
					(In millions of dollars)
November 3, 2013 through November 30, 2013	321,500	\$ 51.62	321,500	\$	490.0
December 1, 2013 through January 4, 2014	479,000	\$ 47.90	479,000	\$	467.1
January 5, 2014 through February 1, 2014	237,300	\$ 42.05	237,300	\$	457.1
Total	<u>1,037,800</u>	\$ 47.71	<u>1,037,800</u>		

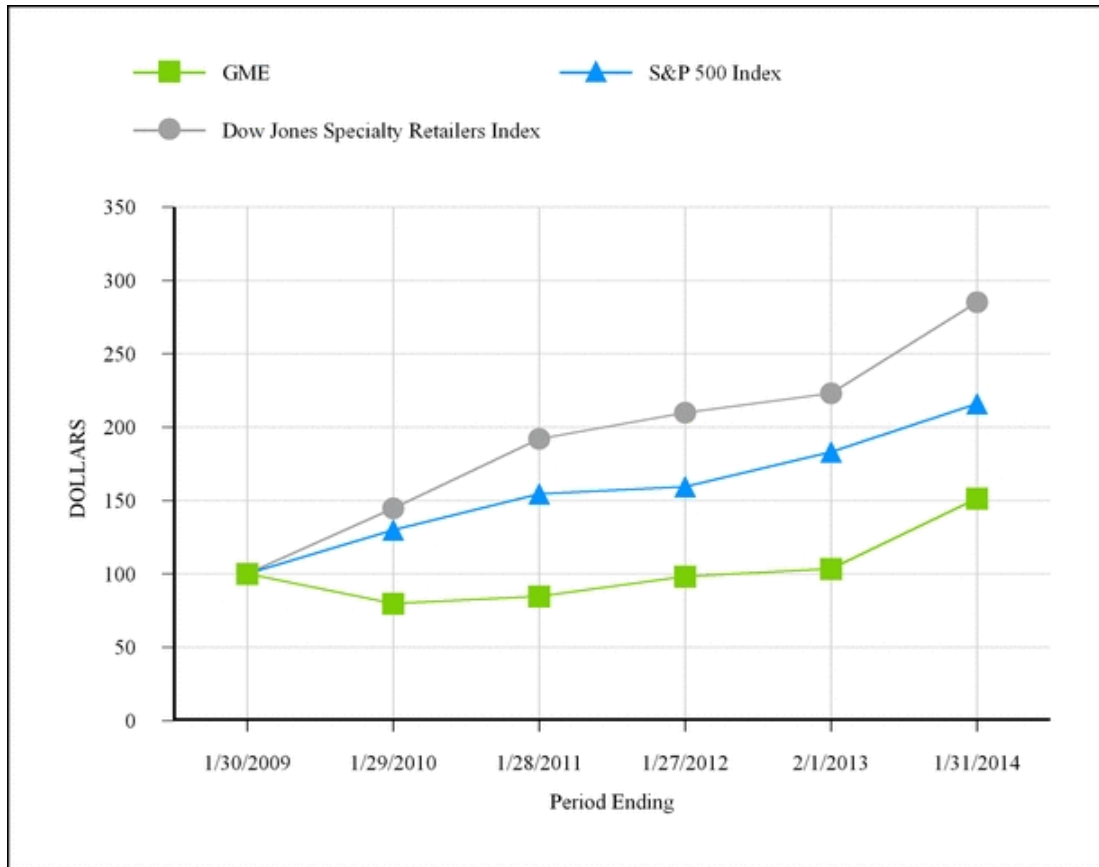
- (1) In November 2012, the Board of Directors authorized \$500 million to be used for share repurchases. In November 2013, the Board of Directors authorized \$500 million to be used for share repurchases, replacing the November 2012 authorization. The November 2013 \$500 million authorization has no expiration date.

### GameStop Stock Comparative Performance Graph

The following graph compares the cumulative total stockholder return on our Class A Common Stock for the period commencing January 30, 2009 through January 31, 2014 (the last trading date of fiscal 2013) with the cumulative total return on the Standard & Poor's 500 Stock Index (the "S&P 500") and the Dow Jones Retailers, Other Specialty Industry Group Index (the "Dow Jones Specialty Retailers Index") over the same period. Total return values were calculated based on cumulative total return assuming (i) the investment of \$100 in our Class A Common Stock, the S&P 500 and the Dow Jones Specialty Retailers Index on January 30, 2009 and (ii) reinvestment of dividends.

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The following stock performance graph and related information shall not be deemed “soliciting material” or “filed” with the SEC, nor should such information be incorporated by reference into any future filings under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference in such filing.



	1/30/2009	1/29/2010	1/28/2011	1/27/2012	2/1/2013	1/31/2014
GME	100	79.78	84.67	98.14	103.40	151.47
S&P 500 Index	100	130.03	154.54	159.39	183.22	215.84
Dow Jones Specialty Retailers Index	100	144.54	192.05	209.89	223.01	285.02

**Securities Authorized for Issuance under Equity Compensation Plans**

For information regarding securities authorized for issuance under equity compensation plans, refer to “Part III —Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”

**Item 6. Selected Financial Data**

The following table sets forth our selected consolidated financial and operating data for the periods ended and as of the dates indicated. Our fiscal year is composed of 52 or 53 weeks ending on the Saturday closest to January 31. The fiscal year ended February 2, 2013 consisted of 53 weeks. The fiscal years ended February 1, 2014, January 28, 2012, January 29, 2011 and January 30, 2010 consisted of 52 weeks. The “Statement of Operations Data” for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012 and the “Balance Sheet Data” as of February 1, 2014 and February 2, 2013 are derived from, and are qualified by reference to, our audited consolidated financial statements which are included elsewhere in this Form 10-K. The “Statement of Operations Data” for fiscal years ended January 29, 2011 and January 30, 2010 and the “Balance Sheet Data” as of January 28, 2012, January 29, 2011 and January 30, 2010 are derived from our audited consolidated financial statements which are not included elsewhere in this Form 10-K.

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The selected financial data set forth below should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and notes thereto included in this Form 10-K.

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012	52 Weeks Ended January 29, 2011	52 Weeks Ended January 30, 2010
(In millions, except per share data and statistical data)					
<b>Statement of Operations Data:</b>					
Net sales	\$ 9,039.5	\$ 8,886.7	\$ 9,550.5	\$ 9,473.7	\$ 9,078.0
Cost of sales	6,378.4	6,235.2	6,871.0	6,936.1	6,643.3
Gross profit	2,661.1	2,651.5	2,679.5	2,537.6	2,434.7
Selling, general and administrative expenses	1,892.4	1,835.9	1,842.1	1,698.8	1,633.3
Depreciation and amortization	166.5	176.5	186.3	174.7	162.6
Goodwill impairments(1)	10.2	627.0	—	—	—
Asset impairments and restructuring charges(2)	18.5	53.7	81.2	1.5	1.8
Operating earnings (loss)	573.5	(41.6)	569.9	662.6	637.0
Interest expense (income), net	4.7	3.3	19.8	35.2	43.2
Debt extinguishment expense	—	—	1.0	6.0	5.3
Earnings (loss) before income tax expense	568.8	(44.9)	549.1	621.4	588.5
Income tax expense	214.6	224.9	210.6	214.6	212.8
Net income (loss)	354.2	(269.8)	338.5	406.8	375.7
Net loss attributable to noncontrolling interests	—	0.1	1.4	1.2	1.6
Net income (loss) attributable to GameStop Corp.	\$ 354.2	\$ (269.7)	\$ 339.9	\$ 408.0	\$ 377.3
Basic net income (loss) per common share	\$ 3.02	\$ (2.13)	\$ 2.43	\$ 2.69	\$ 2.29
Diluted net income (loss) per common share	\$ 2.99	\$ (2.13)	\$ 2.41	\$ 2.65	\$ 2.25
Dividends per common share	\$ 1.10	\$ 0.80	\$ —	\$ —	\$ —
Weighted average common shares outstanding—basic	117.2	126.4	139.9	151.6	164.5
Weighted average common shares outstanding—diluted	118.4	126.4	141.0	154.0	167.9
<b>Store Operating Data:</b>					
Number of stores by segment					
United States	4,249	4,425	4,503	4,536	4,429
Canada	335	336	346	345	337
Australia	418	416	411	405	388
Europe	1,455	1,425	1,423	1,384	1,296
Technology Brands	218	—	—	—	—
Total	6,675	6,602	6,683	6,670	6,450
Comparable store sales increase (decrease)(3)	3.8%	(8.0)%	(2.1)%	1.1%	(7.9)%
Inventory turnover	5.3	5.0	5.1	5.1	5.2
<b>Balance Sheet Data:</b>					
Working capital	\$ 223.6	\$ 295.6	\$ 363.4	\$ 407.0	\$ 471.6
Total assets(4)	4,091.4	3,872.2	4,608.2	4,807.5	4,758.4
Total debt, net	4.0	—	—	249.0	447.3
Total liabilities(4)	1,840.0	1,585.9	1,568.0	1,911.6	2,035.4
Total equity	2,251.4	2,286.3	3,040.2	2,895.9	2,723.0



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- (1) Results for fiscal 2013 include a goodwill impairment charge of \$10.2 million related to our decision to abandon our investment in Spawn Labs. Results for fiscal 2012 include charges related to goodwill impairments of \$627.0 million resulting from our interim goodwill impairment tests performed during the third quarter of fiscal 2012. See Note 9 to our consolidated financial statements for further information regarding our goodwill impairment charges.
- (2) Results for fiscal 2013 include impairments of \$18.5 million, of which \$7.4 million and \$2.1 million were related to certain technology assets and other intangible assets, respectively, as a result of our decision to abandon our investment in Spawn Labs and the remaining \$9.0 million was related to property and equipment impairments resulting from our evaluation of store property, equipment and other assets. Results for fiscal 2012 include charges related to asset impairments of \$53.7 million, of which \$44.9 million relates to the impairment of the Micromania trade name and \$8.8 million relates to other impairment charges from the evaluations of store property, equipment and other assets. Results for fiscal 2011 include charges related to asset impairments and restructuring charges of \$81.2 million, of which \$37.8 million relates to the impairment of the Micromania trade name, \$22.7 million relates to the impairment of investments in non-core businesses and \$20.7 million relates to other impairments, termination benefits and facility closure costs. For fiscal years 2009 and 2010, results include impairment charges resulting from our evaluation of store property, equipment and other assets.
- (3) Comparable store sales is a measure commonly used in the retail industry and indicates store performance by measuring the growth in sales for certain stores for a particular period over the corresponding period in the prior year. Our comparable store sales are comprised of sales from stores operating for at least 12 full months as well as sales related to our Web sites and sales we earn from sales of pre-owned merchandise to wholesalers or dealers. Comparable store sales for our international operating segments exclude the effect of changes in foreign currency exchange rates. The calculation of comparable store sales for the 52 weeks ended February 1, 2014 compares the 52 weeks for the period ended February 1, 2014 to the most closely comparable weeks for the prior year period. The method of calculating comparable store sales varies across the retail industry. As a result, our method of calculating comparable store sales may not be the same as other retailers' methods. We believe our calculation of comparable store sales best represents our strategy as a multi-channel retailer who provides its consumers several ways to access its products.
- (4) We have revised the presentation of outstanding checks in our prior period financial statements. Previously, we reduced cash and liabilities when the checks were presented for payment and cleared our bank accounts. As of February 1, 2014, we reduce cash and liabilities when the checks are released for payment. See Note 1 to our consolidated financial statements.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion should be read in conjunction with the information contained in our consolidated financial statements, including the notes thereto. Statements regarding future economic performance, management's plans and objectives, and any statements concerning assumptions related to the foregoing contained in Management's Discussion and Analysis of Financial Condition and Results of Operations constitute forward-looking statements. Certain factors, which may cause actual results to vary materially from these forward-looking statements, accompany such statements or appear elsewhere in this Form 10-K, including the factors disclosed under "Part I — Item 1A. Risk Factors."*

### **General**

GameStop Corp. ("GameStop," "we," "us," "our," or the "Company") is a global, multichannel video game, consumer electronics and wireless services retailer and is the world's largest multichannel video game retailer. We sell new and pre-owned video game hardware, physical and digital video game software, video game accessories, as well as new and pre-owned mobile and consumer electronics products and other merchandise primarily through our GameStop, EB Games and Micromania stores. As of February 1, 2014, we operated 6,675 stores, in the United States, Australia, Canada and Europe, which are primarily located in major shopping malls and strip centers. We also operate electronic commerce Web sites [www.gamestop.com](http://www.gamestop.com), [www.ebgames.com.au](http://www.ebgames.com.au), [www.ebgames.co.nz](http://www.ebgames.co.nz), [www.gamestop.ca](http://www.gamestop.ca), [www.gamestop.it](http://www.gamestop.it), [www.gamestop.es](http://www.gamestop.es), [www.gamestop.ie](http://www.gamestop.ie), [www.gamestop.de](http://www.gamestop.de), [www.gamestop.co.uk](http://www.gamestop.co.uk) and [www.micromania.fr](http://www.micromania.fr). The network also includes: [www.kongregate.com](http://www.kongregate.com), a leading browser-based game site; *Game Informer* magazine, the leading multi-platform video game publication; a digital PC distribution platform available at [www.gamestop.com/pgames](http://www.gamestop.com/pgames); iOS and Android mobile applications; and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). We also operate a certified Apple reseller with stores selling Apple products in the United States under the name Simply Mac; Spring Mobile, an authorized AT&T reseller operating AT&T branded wireless retail stores in the United States; and pre-paid wireless stores under the name Aio Wireless (an AT&T brand) as part of our expanding relationship with AT&T.

Our fiscal year is composed of 52 or 53 weeks ending on the Saturday closest to January 31. The fiscal year ended February 1, 2014 ("fiscal 2013") consisted of 52 weeks. The fiscal year ended February 2, 2013 ("fiscal 2012") consisted of 53 weeks. The fiscal year ended January 28, 2012 ("fiscal 2011") consisted of 52 weeks.

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Growth in the electronic game industry is generally driven by the introduction of new technology. Gaming consoles are typically launched in cycles as technological developments provide significant improvements in graphics, audio quality, game play, Internet connectivity and other entertainment capabilities beyond video gaming. The current generation of consoles (the Sony PlayStation 4, the Microsoft Xbox One and the Nintendo Wii U) were introduced between November 2012 through November 2013. The previous generation of consoles (the Sony PlayStation 3, the Microsoft Xbox 360 and the Nintendo Wii) were introduced between 2005 and 2007. The Nintendo 3DS was introduced in March 2011, the Sony PlayStation Vita was introduced in February 2012 and the Nintendo 2DS was introduced in October 2013. Typically, following the introduction of new video game platforms, sales of new video game hardware increase as a percentage of total sales in the first full year following introduction. As video game platforms mature, the sales mix attributable to complementary video game software and accessories, which generate higher gross margins, generally increases in the subsequent years. The net effect is generally a decline in gross margin percent in the first full year following new platform releases and an increase in gross margin percent in the years subsequent to the first full year following the launch period. The launch of the next-generation Sony PlayStation 4 and the Microsoft Xbox One should negatively impact our overall gross margin percentage in future years. Unit sales of maturing video game platforms are typically also driven by manufacturer-funded retail price reductions, further driving sales of related software and accessories. Historically, new hardware consoles are typically introduced every four to five years. We experienced declines in new hardware and software sales throughout the first few months of fiscal 2013 due to the age of the older generation of consoles. With the introduction of the new consoles in the fourth quarter, sales of new hardware have increased.

We expect that future growth in the electronic game industry will also be driven by the sale of video games delivered in digital form and the expansion of other forms of gaming. We currently sell various types of products that relate to the digital category, including digitally downloadable content ("DLC"), Xbox LIVE, PlayStation Plus and Nintendo network points cards, as well as prepaid digital and online timecards. We expect our sales of digital products to increase in fiscal 2014. We have made significant investments in e-commerce and in-store and Web site functionality to enable our customers to access digital content easily and facilitate the digital sales and delivery process. We plan to continue to invest in these types of processes and channels to grow our digital sales base and enhance our market leadership position in the electronic game industry and in the digital aggregation and distribution category. In fiscal 2011, we also launched our mobile business and began selling an assortment of tablets and accessories. We currently sell tablets and accessories in all of our stores in the United States and in a majority of stores in our international markets. We also sell and accept trades of pre-owned mobile devices in our stores. In addition, we intend to continue to invest in customer loyalty programs designed to attract and retain customers.

In November 2013, we acquired Spring Mobile, an authorized AT&T reseller operating over 160 stores selling wireless services and products, and acquired Simply Mac, an authorized Apple reseller selling Apple products and services in 23 stores. We also opened 31 stores under the Aio Wireless brand. Aio Wireless is an AT&T brand selling pre-paid wireless services and products. We expect to expand the number of Spring Mobile and Simply Mac stores which we operate in future years. We also expect to expand our pre-paid stores with AT&T under either the Aio Wireless brand or the Cricket brand following AT&T's acquisition of Leap Wireless.

### **Critical Accounting Policies and Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In preparing these financial statements, we have made our best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. Changes in the estimates and assumptions used by us could have a significant impact on our financial results, and actual results could differ from those estimates. Our senior management has discussed the development and selection of these critical accounting policies, as well as the significant accounting policies disclosed in Note 1 to our consolidated financial statements, with the Audit Committee of our Board of Directors. We believe the following accounting policies are the most critical to aid in fully understanding and evaluating our reporting of transactions and events, and the estimates these policies involve require our most difficult, subjective or complex judgments.

*Revenue Recognition.* Revenue from the sales of our products is recognized at the time of sale, net of sales discounts and net of an estimated sales return reserve, based on historical return rates, with a corresponding reduction in cost of sales. Our sales return policy is generally limited to less than 30 days and as such our sales returns are, and have historically been, immaterial. The sales of pre-owned video game products are recorded at the retail price charged to the customer. Advertising revenues for *Game Informer* are recorded upon release of magazines for sale to consumers. Subscription revenues for our PowerUp Rewards loyalty program and magazines are recognized on a straight-line basis over the subscription period. Revenue from the sales of product replacement plans is recognized on a straight-line basis over the coverage period. Gift cards sold to customers are recognized

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as a liability on the consolidated balance sheet until redeemed or until a reasonable point at which breakage related to non-redemption can be recognized.

We also sell a variety of digital products which generally allow consumers to download software or play games on the internet. Certain of these products do not require us to purchase inventory or take physical possession of, or take title to, inventory. When purchasing these products from us, consumers pay a retail price and we earn a commission based on a percentage of the retail sale as negotiated with the product publisher. We recognize these commissions as revenue on the sale of these digital products.

*Merchandise Inventories.* Our merchandise inventories are carried at the lower of cost or market generally using the average cost method. Under the average cost method, as new product is received from vendors, its current cost is added to the existing cost of product on-hand and this amount is re-averaged over the cumulative units. Pre-owned video game products traded in by customers are recorded as inventory at the amount of the store credit given to the customer. In valuing inventory, we are required to make assumptions regarding the necessity of reserves required to value potentially obsolete or over-valued items at the lower of cost or market. We consider quantities on hand, recent sales, potential price protections and returns to vendors, among other factors, when making these assumptions. Our ability to gauge these factors is dependent upon our ability to forecast customer demand and to provide a well-balanced merchandise assortment. Any inability to forecast customer demand properly could lead to increased costs associated with inventory markdowns. We also adjust inventory based on anticipated physical inventory losses or shrinkage. Physical inventory counts are taken on a regular basis to ensure the reported inventory is accurate. During interim periods, estimates of shrinkage are recorded based on historical losses in the context of current period circumstances. Our reserve for merchandise inventories was \$76.5 million as of February 1, 2014.

*Property and Equipment.* We had net property and equipment of \$476.2 million as of February 1, 2014. We review our property and equipment for impairment when events or changes in circumstances indicate that their carrying amounts may not be recoverable or their depreciation or amortization periods should be accelerated. We assess recoverability based on several factors, including our intention with respect to our stores and the stores' projected undiscounted cash flows. If the results of the recoverability test indicate that an asset or asset group is not recoverable, an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its fair value, as approximated by the present value of their projected discounted cash flows. We recorded impairment losses on our property and equipment of \$18.5 million, \$8.8 million and \$11.2 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively, based on the results of our impairment tests.

*Goodwill.* We had goodwill totaling \$1,414.7 million as of February 1, 2014. Our goodwill results from our acquisitions and represents the excess purchase price over the net identifiable assets acquired. We are required to evaluate our goodwill and other indefinite-lived intangible assets for impairment at least annually or whenever indicators of impairment are present. This annual test is completed as of the beginning of the fourth fiscal quarter, and interim tests are conducted when circumstances indicate the carrying value of the goodwill or other intangible assets may not be recoverable. Goodwill is evaluated for impairment at the reporting unit level. We have five operating segments, including Video Game Brands in the United States, Australia, Canada and Europe, and Technology Brands in the United States, which also define our reporting units. Our reporting units are based upon the similar economic characteristics of operations within each segment, including the nature of products, product distribution and the type of customer and separate management within those regions.

We use a two-step process to measure any potential goodwill impairment. The first step of the goodwill impairment test involves estimating the fair value of each reporting unit based on its discounted projected future cash flows. If the fair value of the reporting unit exceeds its carrying value, then goodwill is not impaired; however, if the fair value of the reporting unit is less than its carrying value, then the second step of the goodwill impairment test is needed. The second step compares the implied fair value of the reporting unit's goodwill with its carrying amount. The implied fair value of goodwill is determined in step two of the goodwill impairment test by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation used in a business combination. Any residual fair value after this allocation represents the implied fair value of the reporting unit's goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of its goodwill, then an impairment loss is recognized in the amount of the excess.

We utilize a discounted cash flow method to determine the fair value of reporting units. Management is required to make significant judgments based on our projected annual business plans, long-term business strategies, comparable store sales, store count, gross margins, operating expenses, working capital needs, capital expenditures and long-term growth rates, all considered in light of current and anticipated economic factors. Discount rates used in the analysis reflect a hypothetical market participant's weighted average cost of capital, current market rates and the risks associated with the projected cash flows. Terminal growth rates were based on long-term growth rate potential and a long-term inflation forecast. The impairment testing process is subject to inherent uncertainties and subjectivity, particularly related to sales and gross margins which can be impacted by various factors including the items listed in "Item 1A. Risk Factors" within this Form 10-K. While the fair value is determined based on the best available information at the time of assessment, any changes in business or economic conditions could materially increase or decrease the fair value of the reporting unit's net assets and, accordingly, could materially increase or decrease any related

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impairment charge. While management does not anticipate any material changes to the projected undiscounted cash flows underlying its impairment test, many other factors impact the fair value calculation. Since we are required to determine fair value from a hypothetical market participant's perspective, discount rates used in the analyses may change based on market conditions, regardless of whether our cost of capital has changed, which could negatively impact the fair value calculation. As we periodically reassess our fair value calculations using currently available market information and internal forecasts, changes in our judgments and other assumptions could result in recording material impairment charges of goodwill or other intangible assets in any of our reporting units in the future.

We completed the annual impairment test of goodwill for our United States, Canada, Australia and Europe Video Game Brands reporting units as of the first day of the fourth quarter of fiscal 2013. The results of our test indicated that none of our goodwill was impaired. The Technology Brands reporting unit was excluded from the fiscal 2013 annual impairment test as it commenced operations during the fourth quarter and therefore was not a reporting unit subject to assessment as of our annual testing date. For our United States, Canada and Australia reporting units, the calculated fair value of each of these reporting units exceeded their respective carrying values by more than 20% and the calculated fair value of our Europe reporting unit exceeded its carrying value by more than 10%. A reduction in the terminal growth rate assumption of 0.25% or an increase in the discount rate assumption of 0.25% utilized in the test for each respective reporting unit would not have resulted in an impairment.

For fiscal 2013, there was a \$10.2 million goodwill write-off in the United States Video Game Brands reporting unit as a result of abandoning our investment in Spawn Labs, which is described more fully in Note 2 to our consolidated financial statements.

During the third quarter of fiscal 2012, we determined that sufficient indicators of potential impairment existed to require an interim goodwill impairment test. As a result of the interim goodwill impairment test, we recorded non-cash, non-tax deductible goodwill impairments for the third quarter of fiscal 2012 of \$107.1 million, \$100.3 million and \$419.6 million in our Australia, Canada and Europe reporting units, respectively, to reduce the carrying value of goodwill.

We completed our annual impairment test of goodwill as of the first day of the fourth quarter of fiscal 2011, fiscal 2012 and fiscal 2013 and concluded that none of our goodwill was impaired. For fiscal 2011, there was a \$3.3 million goodwill write-off recorded in the United States segment as a result of the exiting of a non-core business. See Note 9 to our consolidated financial statements for additional information concerning goodwill.

*Other Intangible Assets.* Other intangible assets consist primarily of trade names, dealer agreements, leasehold rights, advertising relationships and amounts attributed to favorable leasehold interests recorded primarily as a result of the acquisitions of Spring Mobile in the fourth quarter of fiscal 2013, SFMI Micromania SAS ("Micromania") in 2008 and the merger with Electronics Boutique Holdings Corp. in 2005 (the "EB merger"). We record intangible assets apart from goodwill if they arise from a contractual right and are capable of being separated from the entity and sold, transferred, licensed, rented or exchanged individually. The useful life and amortization methodology of intangible assets are determined based on the period in which they are expected to contribute directly to cash flows.

Trade names which were recorded as a result of acquisitions, primarily Micromania, are generally considered indefinite-lived intangible assets as they are expected to contribute to cash flows indefinitely and are not subject to amortization, but they are subject to annual impairment testing. Dealer agreements were recorded primarily from our acquisition of Spring Mobile. Dealer agreements represent a value associated with the rights and privileges afforded the operator under the associated agreement. Our dealer agreements are not subject to amortization. Leasehold rights which were recorded as a result of the Micromania acquisition represent the value of rights of tenancy under commercial property leases for properties located in France. Rights pertaining to individual leases can be sold by us to a new tenant or recovered by us from the landlord if the exercise of the automatic right of renewal is refused. Leasehold rights are amortized on a straight-line basis over the expected lease term not to exceed 20 years with no residual value. Advertising relationships, which were recorded as a result of digital acquisitions, are relationships with existing advertisers who pay to place ads on our digital Web sites and are amortized on a straight-line basis over 10 years. Favorable leasehold interests represent the value of the contractual monthly rental payments that are less than the current market rent at stores acquired as part of the Micromania acquisition or the EB merger. Favorable leasehold interests are amortized on a straight-line basis over their remaining lease term with no expected residual value.

Indefinite-lived intangible assets are assessed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. This test is completed as of the beginning of the fourth quarter each fiscal year or when circumstances indicate the carrying value of the intangible assets might be impaired. Similar to the test for goodwill impairment discussed above, the impairment test for indefinite-lived intangible assets consists of a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss is recognized for the amount by which the carrying value exceeds the fair value of the asset. The fair value of our trade names is calculated using a relief-from-royalty approach, which assumes the value of the trade name is the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the trade name and instead licensed the trade name from another company. The basis for

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future cash flow projections is internal revenue forecasts, which our management believes represent reasonable market participant assumptions, to which the selected royalty rate is applied. These future cash flows are discounted using the applicable discount rate, as well as any potential risk premium to reflect the inherent risk of holding a standalone intangible asset. The discount rate used in the analysis reflects a hypothetical market participant's weighted average cost of capital, current market rates and the risks associated with the projected cash flows. The primary uncertainties in this calculation are the selection of an appropriate royalty rate and assumptions used in developing internal revenue growth forecasts, as well as the perceived risk associated with those forecasts in developing the discount rate.

During the third quarter of fiscal 2012, we determined that sufficient indicators of potential impairment existed to require an interim impairment test of our Micromania trade name. As a result of the interim impairment test of our Micromania trade name, we recorded a \$44.9 million impairment charge during the third quarter of fiscal 2012. We completed our annual impairment tests of indefinite-lived intangible assets as of the first day of the fourth quarter of fiscal 2013 and fiscal 2012 and concluded that none of our intangible assets were impaired. We completed our annual impairment test of indefinite-lived intangible assets as of the first day of the fourth quarter of fiscal 2011 and concluded that our Micromania trade name was impaired due to revenue forecasts that had declined since the initial valuation. As a result, we recorded a \$37.8 million impairment charge for fiscal 2011. For additional information related to our intangible assets, see Note 9 to our consolidated financial statements.

*Cash Consideration Received from Vendors.* We participate in cooperative advertising programs and other vendor marketing programs in which our vendors provide us with cash consideration in exchange for marketing and advertising the vendors' products. Our accounting for cooperative advertising arrangements and other vendor marketing programs results in a significant portion of the consideration received from our vendors reducing the product costs in inventory rather than as an offset to our marketing and advertising costs. The consideration serving as a reduction in inventory is recognized in cost of sales as inventory is sold. The amount of vendor allowances to be recorded as a reduction of inventory was determined based on the nature of the consideration received and the merchandise inventory to which the consideration relates. We apply a sell through rate to determine the timing in which the consideration should be recognized in cost of sales. Consideration received that relates to video game products that have not yet been released to the public is deferred.

The cooperative advertising programs and other vendor marketing programs generally cover a period from a few days up to a few weeks and include items such as product catalog advertising, in-store display promotions, Internet advertising, co-op print advertising and other programs. The allowance for each event is negotiated with the vendor and requires specific performance by us to be earned.

Although we consider our advertising and marketing programs to be effective, we do not believe that we would be able to incur the same level of advertising expenditures if the vendors decreased or discontinued their allowances. In addition, we believe that our revenues would be adversely affected if our vendors decreased or discontinued their allowances; however, we are not able to reasonably estimate or quantify the impact of such actions by our vendors.

*Loyalty Program.* The PowerUp Rewards loyalty program allows enrolled members to earn points on purchases in our stores and on some of our Web sites that can be redeemed for rewards that include discounts or merchandise. Management estimates the net cost of the rewards that will be issued and redeemed and records this cost and the associated balance sheet reserve as points are accumulated by loyalty program members. The two primary estimates utilized to record the balance sheet reserve for loyalty points earned by members are the estimated redemption rate and the estimated weighted-average cost per point redeemed. Management uses historical redemption rates experienced under the loyalty program, prior experience with other customer incentives and data on other similar loyalty programs as a basis to estimate the ultimate redemption rate of points earned. A weighted-average cost per point redeemed is used to estimate future redemption costs. The weighted-average cost per point redeemed is based on our most recent actual costs incurred to fulfill points that have been redeemed by our loyalty program members and is adjusted as appropriate for recent changes in redemption costs, including the mix of rewards redeemed. We continually evaluate our reserve methodology and assumptions based on developments in redemption patterns, cost per point redeemed and other factors. Changes in the ultimate redemption rate and weighted-average cost per point redeemed have the effect of either increasing or decreasing the reserve through the current period provision by an amount estimated to cover the cost of all points previously earned but not yet redeemed by loyalty program members as of the end of the reporting period.

*Lease Accounting.* We lease retail stores, warehouse facilities, office space and equipment. These are generally leased under noncancelable agreements that expire at various dates through 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in some cases, percentage rentals, and require us to pay all insurance, taxes and other maintenance costs. Leases with step rent provisions, escalation clauses or other lease concessions are accounted for on a straight-line basis over the lease term, which includes renewal option periods when we are reasonably assured of exercising the renewal options and includes "rent holidays" (periods in which we are not obligated to pay rent). Cash or lease incentives received upon entering into certain store leases ("tenant improvement allowances") are recognized on a straight-line basis as a reduction to rent expense over the lease term, which includes renewal option periods when we are reasonably assured of exercising the renewal options. We record the unamortized portion of tenant improvement

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allowances as a part of deferred rent. We do not have leases with capital improvement funding. Percentage rentals are based on sales performance in excess of specified minimums at various stores and are accounted for in the period in which the amount of percentage rentals can be accurately estimated.

**Income Taxes.** We account for income taxes utilizing an asset and liability approach, and deferred taxes are determined based on the estimated future tax effect of differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates. As a result of our operations in many foreign countries, our global tax rate is derived from a combination of applicable tax rates in the various jurisdictions in which we operate. We base our estimate of an annual effective tax rate at any given point in time on a calculated mix of the tax rates applicable to our operations and to estimates of the amount of income to be derived in any given jurisdiction.

We file our tax returns based on our understanding of the appropriate tax rules and regulations. However, complexities in the tax rules and our operations, as well as positions taken publicly by the taxing authorities, may lead us to conclude that accruals for uncertain tax positions are required. In accordance with GAAP, we maintain accruals for uncertain tax positions until examination of the tax year is completed by the taxing authority, available review periods expire or additional facts and circumstances cause us to change our assessment of the appropriate accrual amount. Our liability for uncertain tax positions was \$20.6 million as of February 1, 2014.

Additionally, a valuation allowance is recorded against a deferred tax asset if it is not more likely than not that the asset will be realized. Several factors are considered in evaluating the realizability of our deferred tax assets, including the remaining years available for carry forward, the tax laws for the applicable jurisdictions, the future profitability of the specific business units, and tax planning strategies. Our valuation allowance was \$13.3 million as of February 1, 2014. See Note 13 to our consolidated financial statements for further information regarding income taxes.

### Consolidated Results of Operations

The following table sets forth certain statement of operations items as a percentage of net sales for the periods indicated:

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
<b>Statement of Operations Data:</b>			
Net sales	100.0%	100.0 %	100.0%
Cost of sales	70.6	70.2	71.9
Gross profit	29.4	29.8	28.1
Selling, general and administrative expenses	21.0	20.7	19.3
Depreciation and amortization	1.8	2.0	2.0
Goodwill impairments	0.1	7.0	—
Asset impairments and restructuring charges	0.2	0.6	0.8
Operating earnings (loss)	6.3	(0.5)	6.0
Interest expense, net	—	—	0.2
Earnings (loss) before income tax expense	6.3	(0.5)	5.8
Income tax expense	2.4	2.5	2.2
Net income (loss)	3.9	(3.0)	3.6
Net loss attributable to noncontrolling interests	—	—	—
Net income (loss) attributable to GameStop Corp.	3.9%	(3.0)%	3.6%

We include purchasing, receiving and distribution costs in selling, general and administrative expenses, rather than in cost of sales, in the statement of operations. We include processing fees associated with purchases made by check and credit cards in cost of sales, rather than selling, general and administrative expenses, in the statement of operations. As a result of these classifications, our gross margins are not comparable to those retailers that include purchasing, receiving and distribution costs in cost of sales and include processing fees associated with purchases made by check and credit cards in selling, general and administrative expenses. The net effect of these classifications as a percentage of sales has not historically been material.

Beginning with this Form 10-K, we are expanding the categories included in our disclosures on sales and gross profit by category in order to reflect recent changes in our business, the expansion of categories previously included in "Other", and management emphasis as we operate in the future. Our previous categories of New Video Game Hardware and New Video Game Software remain unchanged.

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We are expanding our previous category of Pre-owned Video Game Products to include value-priced, or closeout, product and will be calling the category Pre-owned and Value Video Game Products now and in the future. We believe there is significant opportunity to purchase closeout and overstocked inventory from publishers, distributors and other retailers which is older new product that can be acquired for less than typical new release product costs. This product can then be resold in our Video Game Brands stores and on our Web sites as value-priced product. Our limited purchases of this product in the past have yielded significantly higher margins than new video game products, yet slightly lower margins than pre-owned video game products. We have intentionally limited the amount of this product we have acquired in order to protect the typical margin range of 46% to 49% we earn from our pre-owned business. In the future, we intend to expand our selection of value product and expect that the margins for the Pre-owned and Value Video Game Product category will range from 42% to 48%.

In the past, all other products we sold were categorized into an Other category, which included video game accessories, digital products, new and pre-owned mobile products, consumer electronics, revenues from our PowerUp Rewards program and *Game Informer* subscription sales, strategy guides, toys and PC entertainment software. We are separating our historical Other category into the following new categories:

- Video Game Accessories, which includes new accessories for use with video game consoles and hand-held devices and software, such as controllers, gaming headsets and memory cards;
- Digital, which includes revenues from the sale of DLC, Xbox Live, PlayStation Plus and Nintendo network points and subscription cards, other prepaid digital currencies and time cards, Kongregate, *Game Informer* digital subscriptions and PC digital downloads;
- Mobile and Consumer Electronics, which includes revenues from selling new and pre-owned mobile devices and consumer electronics in Video Game Brands stores and all revenues from our Technology Brands stores;
- Other, which includes revenues from the sales of PC entertainment software, toys, strategy guides and revenues from PowerUp Pro loyalty members receiving *Game Informer* magazine in physical form.

The following table sets forth net sales (in millions) and percentage of total net sales by significant product category for the periods indicated:

	52 Weeks Ended February 1, 2014		53 Weeks Ended February 2, 2013		52 Weeks Ended January 28, 2012	
	Net Sales	Percent of Total	Net Sales	Percent of Total	Net Sales	Percent of Total
<b>Net Sales:</b>						
New video game hardware	\$ 1,730.0	19.1%	\$ 1,333.4	15.0%	\$ 1,611.6	16.9%
New video game software	3,480.9	38.5%	3,582.4	40.3%	4,048.2	42.4%
Pre-owned and value video game products	2,329.8	25.8%	2,430.5	27.4%	2,620.2	27.4%
Video game accessories	560.6	6.2%	611.8	6.9%	661.1	6.9%
Digital	217.7	2.4%	208.4	2.3%	143.0	1.5%
Mobile and consumer electronics	303.7	3.4%	200.3	2.3%	12.8	0.1%
Other	416.8	4.6%	519.9	5.8%	453.6	4.8%
<b>Total</b>	<b>\$ 9,039.5</b>	<b>100.0%</b>	<b>\$ 8,886.7</b>	<b>100.0%</b>	<b>\$ 9,550.5</b>	<b>100.0%</b>

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The following table sets forth gross profit (in millions) and gross profit percentages by significant product category for the periods indicated:

	52 Weeks Ended February 1, 2014		53 Weeks Ended February 2, 2013		52 Weeks Ended January 28, 2012	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent
<b>Gross Profit:</b>						
New video game hardware	\$ 176.5	10.2%	\$ 101.7	7.6%	\$ 113.6	7.0%
New video game software	805.3	23.1%	786.3	21.9%	839.0	20.7%
Pre-owned and value video game products	1,093.9	47.0%	1,170.1	48.1%	1,221.2	46.6%
Video game accessories	220.5	39.3%	237.9	38.9%	251.9	38.1%
Digital	149.2	68.5%	120.9	58.0%	66.5	46.5%
Mobile and consumer electronics	65.1	21.4%	41.3	20.6%	3.5	27.3%
Other	150.6	36.1%	193.3	37.2%	183.8	40.5%
<b>Total</b>	<b>\$ 2,661.1</b>	<b>29.4%</b>	<b>\$ 2,651.5</b>	<b>29.8%</b>	<b>\$ 2,679.5</b>	<b>28.1%</b>

### ***Fiscal 2013 Compared to Fiscal 2012***

Net sales increased \$152.8 million, or 1.7%, to \$9,039.5 million in the 52 weeks of fiscal 2013 from \$8,886.7 million in the 53 weeks of fiscal 2012. Sales for the 53<sup>rd</sup> week included in fiscal 2012 were \$112.2 million. The increase in net sales during fiscal 2013 was primarily attributable to an increase in comparable store sales of 3.8% compared to fiscal 2012. Additionally, sales included \$62.8 million from the new Technology Brands segment. These increases were partially offset by a decline in domestic sales of \$185.9 million due to a 4.1% decline in domestic store count, changes in foreign exchange rates, which had the effect of decreasing sales by \$23.3 million when compared to the 53 weeks of fiscal 2012, and sales from the 53<sup>rd</sup> week in fiscal 2012. The increase in comparable store sales was primarily due to strong sales performance during the second half of fiscal 2013. Refer to the note to the Selected Financial Data table in "Item 6 — Selected Financial Data" for a discussion of the calculation of comparable store sales.

New video game hardware sales increased \$396.6 million, or 29.7%, from fiscal 2012 to fiscal 2013, primarily attributable to an increase in hardware unit sell-through due to the launches of the Microsoft Xbox One and the Sony PlayStation 4 in November 2013. These increases were partially offset by declines in sales of previous generation hardware. New video game software sales decreased \$101.5 million, or 2.8%, from fiscal 2012 to fiscal 2013, primarily due to fewer new titles that were released during fiscal 2013 when compared to fiscal 2012 and by the additional sales for the 53<sup>rd</sup> week in fiscal 2012. Pre-owned and value video game product sales decreased \$100.7 million, or 4.1%, from fiscal 2012 to fiscal 2013, primarily due to less store traffic during the majority of fiscal 2013 because of lower video game demand due to the late stages of the previous console cycle, and also due to sales for the 53<sup>rd</sup> week in fiscal 2012. Sales of video game accessories declined \$51.2 million, or 8.4% from fiscal 2012 to fiscal 2013 due to the decline in demand for video game products in the late stages of the last console cycle, offset slightly by sales of accessories for use with the recently launched consoles. Digital revenues increased \$9.3 million, or 4.5%, from fiscal 2012 to fiscal 2013 with growth limited due to the conversion of certain types of digital currency cards from a full retail price revenue arrangement to a commission revenue model. Mobile and consumer electronics sales increased \$103.4 million, or 51.6%, from fiscal 2012 to fiscal 2013, due to increased growth of the mobile business within the Video Game Brand stores and due to the Technology Brands stores acquired or started in the fourth quarter of fiscal 2013. Sales of other product categories decreased \$103.1 million, or 19.8%, from fiscal 2012 to fiscal 2013, primarily due to a decrease in sales of PC entertainment software due to strong launches of PC titles during fiscal 2012.

As a percentage of net sales, new video game hardware sales increased and sales of new video game software, pre-owned and value video game products and video game accessories decreased in fiscal 2013 compared to fiscal 2012. The change in the mix of net sales was primarily due to the launch of the new hardware consoles in the fourth quarter of fiscal 2013.

Cost of sales increased by \$143.2 million, or 2.3%, from \$6,235.2 million in fiscal 2012 to \$6,378.4 million in fiscal 2013 primarily as a result of the increase in net sales discussed above and the changes in gross profit discussed below, partially offset by the cost of sales associated with the 53<sup>rd</sup> week in fiscal 2012.

Gross profit increased by \$9.6 million, or 0.4%, from \$2,651.5 million in fiscal 2012 to \$2,661.1 million in fiscal 2013. Gross profit as a percentage of net sales was 29.8% in fiscal 2012 and 29.4% in fiscal 2013. The gross profit percentage decreased primarily due to an increase in sales of new video game hardware as a percentage of total net sales and the decrease in gross profit as a percentage of sales on pre-owned and value video game products. This decrease was partially offset by a \$33.6 million benefit



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related to a change in management estimates on the redemption rate in our PowerUp Rewards and other customer liability programs. In addition, we recorded an increase in gross profit due to a reclassification from selling, general and administrative expenses of cash consideration received from our vendors to align those funds with the specific products we sell, net of the cost of free or discounted products for our loyalty programs, in the amount of \$42.5 million. Gross profit as a percentage of sales on new video game hardware increased from 7.6% in fiscal 2012 to 10.2% in fiscal 2013 due to the mix of next generation consoles at a higher margin rate, the reclassification of cash consideration received from vendors and increased sales of extended warranties. Gross profit as a percentage of sales on new video game software increased from 21.9% for fiscal 2012 to 23.1% for fiscal 2013 due to the reclassification of cash consideration received from vendors. Gross profit as a percentage of sales on pre-owned and value video game products decreased from 48.1% in fiscal 2012 to 47.0% in fiscal 2013 due to aggressive trade offers made in the current year in order to provide consumers with trade currency to help make new consoles more affordable. Gross profit as a percentage of sales on video game accessories was comparable at 38.9% in fiscal 2012 and 39.3% in fiscal 2013. Gross profit as a percentage of sales on digital sales increased from 58.0% in fiscal 2012 to 68.5% in fiscal 2013 due to conversion of full retail price revenue digital currency cards into commission only currency cards. Gross profit as a percentage of sales on mobile and consumer electronics revenues increased from 20.6% in fiscal 2012 to 21.4% in fiscal 2013 due to maturation of the mobile business within the video game stores and due to the newly acquired Technology Brands stores. Gross profit as a percentage of sales on the other product sales category decreased from 37.2% in fiscal 2012 to 36.1% in fiscal 2013.

Selling, general and administrative expenses increased by \$56.5 million, or 3.1%, from \$1,835.9 million in fiscal 2012 to \$1,892.4 million in fiscal 2013. This increase was primarily due to higher variable costs associated with the increase in comparable store sales during the second half of 2013 and the net increase in expenses associated with the change in classification of cash consideration received from vendors and the reclassification of the cost of free or discounted products for our loyalty programs discussed above. These increases were partially offset by expenses for the 53<sup>rd</sup> week in fiscal 2012 coupled with changes in foreign exchange rates, which had the effect of decreasing fiscal 2013 selling, general and administrative expenses by \$2.1 million when compared to fiscal 2012. Additionally, cost control activities during the current year associated with the decline in sales at the end of the previous console cycle helped to reduce our selling, general and administrative expenses along with lower current year store counts. Selling, general and administrative expenses as a percentage of sales increased from 20.7% in fiscal 2012 to 21.0% in fiscal 2013, primarily due to the classification of cash consideration received from vendors and loyalty costs as discussed above. Included in selling, general and administrative expenses are \$19.4 million and \$19.6 million in stock-based compensation expense for fiscal 2013 and fiscal 2012, respectively.

Depreciation and amortization expense decreased \$10.0 million from \$176.5 million in fiscal 2012 to \$166.5 million in fiscal 2013. This decrease was primarily due to a decrease in capital expenditures in recent years when compared to prior years, which included significant investments in our loyalty and digital initiatives, as well as a decrease in new store openings and investments in management information systems.

During fiscal 2013, we recorded a \$28.7 million impairment charge, comprised of a \$10.2 million goodwill impairment, a \$7.4 million impairment of technology assets and an impairment of \$2.1 million of intangible assets as a result of our decision to abandon Spawn Labs. Additionally, we recognized \$9.0 million of property and equipment impairments during fiscal 2013. During fiscal 2012, we recorded a \$680.7 million impairment charge, comprised of \$627.0 million of goodwill impairments, \$44.9 million of trade name impairment and \$8.8 million of property and equipment impairments. Refer to Note 2 and Note 9 to the consolidated financial statements in this Form 10-K for further information associated with these impairments.

Interest income resulting from the investment of excess cash balances was \$0.9 million for both fiscal 2012 and fiscal 2013. Interest expense increased from \$4.2 million in fiscal 2012 to \$5.6 million in fiscal 2013, primarily due to increased average borrowings under our revolving credit facility during the year and interest expense incurred on pre-acquisition indebtedness of one of the businesses acquired, prior to paying off the debt during fiscal 2013.

Income tax expense was \$224.9 million on a \$44.9 million loss before income tax expense in fiscal 2012, compared to \$214.6 million, or an effective tax rate of 37.7% in fiscal 2013. The difference in the effective income tax rate between fiscal 2013 and fiscal 2012 was primarily due to the recognition of the goodwill impairment charge in fiscal 2012 which is not tax deductible and the recording of valuation allowances against certain deferred tax assets in the European segment in fiscal 2012. Without the effect of the goodwill impairments and the recording of the valuation allowances, the effective income tax rate in fiscal 2012 would have been 36.6%. Refer to Note 13 to our consolidated financial statements for additional information regarding income taxes.

The factors described above led to an increase in operating earnings of \$615.1 million from an operating loss of \$41.6 million during fiscal 2012 to operating income of \$573.5 million in fiscal 2013 and an increase in consolidated net income of \$624.0 million from a \$269.8 million net loss in fiscal 2012 to \$354.2 million of consolidated net income in fiscal 2013. The increase in operating earnings is primarily attributable to goodwill and asset impairments recognized in fiscal 2012. Excluding the impact of the goodwill and other impairment charges of \$28.7 million, operating earnings would have been \$602.2 million for fiscal 2013. Excluding the

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impact of goodwill and other impairment charges of \$680.7 million, operating earnings would have been \$639.1 million for fiscal 2012.

### ***Fiscal 2012 Compared to Fiscal 2011***

Net sales decreased \$663.8 million, or 7.0%, to \$8,886.7 million in the 53 weeks of fiscal 2012 compared to \$9,550.5 million in the 52 weeks of fiscal 2011. Sales for the 53<sup>rd</sup> week included in fiscal 2012 were \$112.2 million. The decrease in net sales was primarily attributable to a decrease in comparable store sales of 8.0% and changes in foreign exchange rates, which had the effect of decreasing sales by \$90.7 million when compared to the 52 weeks of fiscal 2011, offset partially by sales from the 53<sup>rd</sup> week in fiscal 2012. The decrease in comparable store sales was primarily due to decreases in new video game hardware sales, new video game software sales, pre-owned and value video game products sales and video game accessories sales offset partially by an increase in digital, mobile and consumer electronics sales.

New video game hardware sales decreased \$278.2 million, or 17.3%, from fiscal 2011 to fiscal 2012, primarily due to a decrease in hardware unit sell-through related to being in the late stages of the previous console cycle and sales from the launch of the Nintendo 3DS in the first quarter of fiscal 2011, which exceeded the sales from the launch of the Sony PlayStation Vita in the first quarter of fiscal 2012. These sales declines were offset partially by the launch of the Nintendo Wii U in the fourth quarter of fiscal 2012 and sales for the 53<sup>rd</sup> week in fiscal 2012. New video game software sales decreased \$465.8 million, or 11.5%, from fiscal 2011 to fiscal 2012, primarily due to a lack of new release video game titles in fiscal 2012 when compared to fiscal 2011 and declines in sales due to the late stages of the console cycle, offset partially by sales for the 53<sup>rd</sup> week in fiscal 2012. Pre-owned and value video game products sales decreased \$189.7 million, or 7.2%, from fiscal 2011 to fiscal 2012, primarily due to a decrease in store traffic related to the lack of new release video game titles in fiscal 2012 when compared to fiscal 2011 and lower video game demand due to the late stages of the previous console cycle, offset partially by sales for the 53<sup>rd</sup> week in fiscal 2012. Video game accessories' sales followed the same trends as other video game products given the late stages of the previous console cycle, with a decline of \$49.3 million, or 7.5% from fiscal 2011 to fiscal 2012. Sales of digital products increased \$65.4 million, or 45.7%, due to strong growth of DLC and digital currency sales. Our mobile and consumer electronics business grew \$187.5 million from its inception in late fiscal 2011 to a full year of sales in fiscal 2012. Sales of other product categories increased \$66.3 million, or 14.6%, from fiscal 2011 to fiscal 2012 due to an increase in sales of PC entertainment software and toys in fiscal 2012 when compared to fiscal 2011 and sales for the 53<sup>rd</sup> week in fiscal 2012.

As a percentage of net sales, new video game hardware sales and new video game software sales decreased and several other product sales increased in fiscal 2012 compared to fiscal 2011. The change in the mix of net sales was primarily due to the increase in digital and mobile and consumer electronics sales as a result of the expansion of both the digital and mobile sales categories and in PC entertainment software and toys in the other product sales. These categories showed significant growth in fiscal 2012 while sales of new video game hardware and new video game software decreased due to fewer new software title launches compared to the same period last year and lower sales due to the late stages of the console cycle. Cost of sales decreased by \$635.8 million, or 9.3%, from \$6,871.0 million in fiscal 2011 to \$6,235.2 million in fiscal 2012 primarily as a result of the decrease in net sales, offset partially by cost of sales related to sales for the 53<sup>rd</sup> week in fiscal 2012 and the changes in gross profit discussed below.

Gross profit decreased by \$28.0 million, or 1.0%, from \$2,679.5 million in fiscal 2011 to \$2,651.5 million in fiscal 2012. Gross profit as a percentage of net sales was 28.1% in fiscal 2011 and 29.8% in fiscal 2012. The gross profit percentage increase was primarily due to the increase in sales of digital, mobile and consumer electronics and other products as a percentage of total net sales and the increase in gross profit as a percentage of sales on new video game hardware and software sales and pre-owned and value video game products sales. Gross profit as a percentage of sales on new video game hardware increased slightly from 7.0% in fiscal 2011 to 7.6% in fiscal 2012. Gross profit as a percentage of sales on new video game software increased from 20.7% for fiscal 2011 to 21.9% for fiscal 2012. Gross profit as a percentage of sales on pre-owned and value video game products increased from 46.6% in fiscal 2011 to 48.1% in fiscal 2012 due to a decrease in promotional activities and improvements in margin rates throughout most of our international operations when compared to the prior year. Gross profit as a percentage of sales on video game accessories increased from 38.1% in fiscal 2011 to 38.9% in fiscal 2012. Gross profit as a percentage of sales on digital revenues increased from 46.5% in fiscal 2011 to 58.0% in fiscal 2012 due to growth in the sales of DLC as a percentage of total digital sales and conversion of full retail revenue digital currency cards into commission only currency cards. Gross profit as a percentage of sales on mobile and consumer electronics sales decreased from 27.3% in fiscal 2011 to 20.6% in fiscal 2012. Gross profit as a percentage of sales on the other product sales category decreased from 40.5% in fiscal 2011 to 37.2% in fiscal 2012.

Selling, general and administrative expenses decreased by \$6.2 million, or 0.3%, from \$1,842.1 million in fiscal 2011 to \$1,835.9 million in fiscal 2012. This decrease was primarily due to changes in foreign exchange rates which had the effect of decreasing expenses by \$26.7 million when compared to fiscal 2011 offset partially by expenses for the 53<sup>rd</sup> week in fiscal 2012. Selling, general and administrative expenses as a percentage of sales increased from 19.3% in the fiscal 2011 to 20.7% in fiscal 2012. The increase in selling, general and administrative expenses as a percentage of net sales was primarily due to deleveraging

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of fixed costs as a result of the decrease in comparable store sales. Included in selling, general and administrative expenses are \$19.6 million and \$18.8 million in stock-based compensation expense for fiscal 2012 and fiscal 2011, respectively.

Depreciation and amortization expense decreased \$9.8 million from \$186.3 million in fiscal 2011 to \$176.5 million in fiscal 2012. This decrease was primarily due to the capital expenditures in recent years when compared to prior years, which included significant investments in our loyalty and digital initiatives, as well as a decrease in new store openings and investments in management information systems.

During fiscal 2012, we recorded a \$680.7 million impairment charge, comprised of \$627.0 million of goodwill impairments, \$44.9 million of trade name impairment and \$8.8 million of property and equipment impairments. During fiscal 2011, we recorded asset impairments and restructuring charges of \$81.2 million. These charges were primarily due to impairment of our Micromania trade name in France and impairment and disposal costs related to the exit of non-core businesses, including a small retail movie chain of stores we owned until fiscal 2011. Restructuring costs include disposal and exit costs related to the exit of underperforming regions in Europe and consolidation of home office and back office functions, as well as impairment and store closure costs primarily in the international segments. See Note 9 to our consolidated financial statements for further information associated with these impairments.

Interest income resulting from the investment of excess cash balances was \$0.9 million in both fiscal 2011 and fiscal 2012. Interest expense decreased from \$20.7 million in fiscal 2011 to \$4.2 million in fiscal 2012, primarily due to the redemption of the remaining \$250.0 million of our senior notes during fiscal 2011. Debt extinguishment expense of \$1.0 million was recognized in fiscal 2011 as a result of the write-off of deferred financing fees and unamortized original issue discount associated with the redemption.

Income tax expense was \$210.6 million, or 38.4% of earnings before income tax expense, in fiscal 2011 compared to \$224.9 million in fiscal 2012. The difference in the effective income tax rate between fiscal 2012 and fiscal 2011 was primarily due to the recognition of the goodwill impairment charge in fiscal 2012 which was not tax deductible and the recording of valuation allowances against certain deferred tax assets in the European segment in fiscal 2012. Without the effect of the goodwill impairments and the recording of the valuation allowances, the effective income tax rate in fiscal 2012 would have been 36.6%. See Note 13 to our consolidated financial statements for additional information regarding income taxes.

The factors described above led to a decrease in operating earnings of \$611.5 million from \$569.9 million of operating earnings in fiscal 2011 to \$41.6 million of operating loss in fiscal 2012 and a decrease in consolidated net income of \$608.3 million from \$338.5 million of consolidated net income in fiscal 2011 to \$269.8 million of consolidated net loss in fiscal 2012. The decrease in operating earnings and consolidated net income is primarily attributable to goodwill impairments recognized in fiscal 2012 offset partially by the decrease in asset impairments and restructuring charges when compared to the prior year. Excluding the impact of the goodwill and other impairment charges of \$680.7 million, operating earnings would have been \$639.1 million and consolidated net income would have been \$403.0 million for fiscal 2012. Excluding the impact of asset impairments and restructuring charges of \$81.2 million, operating earnings would have been \$651.1 million and consolidated net income would have been \$405.1 million for fiscal 2011.

The \$0.1 million net loss attributable to noncontrolling interests for fiscal 2012 represents the portion of the minority interest stockholders' net loss of our non-wholly owned subsidiaries included in our consolidated net income. The remaining noncontrolling interests were purchased during the second quarter of fiscal 2012.

### **Segment Performance**

We operate our business in the following operating segments, which are also our reportable segments: Video Game Brands, which consists of four segments in the United States, Canada, Australia and Europe, and Technology Brands. We identified these segments based on a combination of geographic areas, the methods with which we analyze performance, the way in which our sales and profits are derived and how we divide management responsibility. Our sales and profits are driven through our physical stores which are highly integrated with our e-commerce, digital and mobile businesses. Due to this integration, our physical stores are the basis for our segment reporting. Each of the Video Game Brands segments consists primarily of retail operations, with all stores engaged in the sale of new and pre-owned video game systems, software and accessories (which we refer to as video game products), new and pre-owned mobile devices and related accessories. These products are substantially the same regardless of geographic location, with the primary differences in merchandise carried being the timing of the release of new products or technologies in the various segments. Stores in all Video Game Brands segments are similar in size at an average of approximately 1,400 square feet. The Technology Brands segment offers wireless services, devices and related accessories and sells Apple products.

With our presence in international markets, we have operations in several foreign currencies, including the Euro, Australian dollar, New Zealand dollar, Canadian dollar, British pound, Swiss franc, Danish kroner, Swedish krona, and the Norwegian kroner.

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Net sales by reportable segment in U.S. dollars were as follows (in millions):

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
Video Game Brands:			
United States	\$ 6,160.4	\$ 6,192.4	\$ 6,637.0
Canada	468.8	478.4	498.4
Australia	613.7	607.3	604.7
Europe	1,733.8	1,608.6	1,810.4
Technology Brands	62.8	—	—
<b>Total</b>	<b>\$ 9,039.5</b>	<b>\$ 8,886.7</b>	<b>\$ 9,550.5</b>

Operating earnings (loss) by operating segment, defined as income (loss) from operations before intercompany royalty fees, net interest expense and income taxes, in U.S. dollars were as follows (in millions):

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
Video Game Brands:			
United States	\$ 465.3	\$ 501.9	\$ 501.9
Canada	26.6	(74.4)	12.4
Australia	37.5	(71.6)	35.4
Europe	44.3	(397.5)	20.2
Technology Brands	(0.2)	—	—
<b>Total</b>	<b>\$ 573.5</b>	<b>\$ (41.6)</b>	<b>\$ 569.9</b>

Goodwill impairments, asset impairments and restructuring charges reported in operating earnings by operating segment, in U.S. dollars were as follows (in millions):

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
Video Game Brands:			
United States	\$ 24.0	\$ 5.7	\$ 28.9
Canada	—	100.7	1.3
Australia	—	107.3	0.6
Europe	4.7	467.0	50.4
Technology Brands	—	—	—
<b>Total</b>	<b>\$ 28.7</b>	<b>\$ 680.7</b>	<b>\$ 81.2</b>

Total assets by operating segment in U.S. dollars were as follows (in millions):

	February 1, 2014	February 2, 2013	January 28, 2012
Video Game Brands:			
United States	\$ 2,320.7	\$ 2,404.0	\$ 2,479.0
Canada	228.7	252.2	350.8
Australia	389.2	416.6	513.3
Europe	972.2	799.4	1,265.1
Technology Brands	180.6	—	—
<b>Total</b>	<b>\$ 4,091.4</b>	<b>\$ 3,872.2</b>	<b>\$ 4,608.2</b>

### ***Fiscal 2013 Compared to Fiscal 2012***

#### ***Video Game Brands***

##### ***United States***

Segment results for Video Game Brands in the United States include retail GameStop operations in 50 states, the District of Columbia, Puerto Rico and Guam, the electronic commerce Web site [www.gamestop.com](http://www.gamestop.com), *Game Informer* magazine,

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[www.kongregate.com](http://www.kongregate.com), a digital PC game distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames) and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). As of February 1, 2014, the United States Video Game Brands segment included 4,249 GameStop stores, compared to 4,425 stores on February 2, 2013.

Although net sales for fiscal 2013 decreased 0.5% compared to fiscal 2012, comparable store sales increased 3.0%. The decrease in net sales was primarily due to a \$185.9 million decline in sales due to a 4.1% decrease in domestic store count and sales for the 53<sup>rd</sup> week in fiscal 2012. The increase in comparable store sales was primarily due to strong performance of new video game console and title releases during the second half of the year, which more than offset the declines that had been experienced during the first half of fiscal 2013.

Asset impairments of \$24.0 million were recognized in fiscal 2013 primarily related to our decision to abandon our Spawn Labs business. Asset impairments of \$5.7 million were recognized in fiscal 2012 primarily related to impairment of finite-lived assets. Segment operating income for fiscal 2013 was \$465.3 million compared to \$501.9 million in fiscal 2012. Excluding the impact of asset impairments, segment operating income decreased \$18.3 million from \$507.6 million in fiscal 2012 to \$489.3 million in fiscal 2013 primarily related to the impact of a decline in sales prior to the launch of the next generation consoles and the impact of lower margin console sales as a percentage of total sales, as well as the impact of the operating earnings in the 53<sup>rd</sup> week in fiscal 2012.

### ***Canada***

Segment results for Canada include retail operations in Canada and an e-commerce site. As of February 1, 2014, the Canadian segment had 335 stores compared to 336 stores as of February 2, 2013. Net sales in the Canadian segment in the 52 weeks ended February 1, 2014 decreased 2.0% compared to the 53 weeks ended February 2, 2013. The decrease in net sales was primarily attributable to unfavorable changes in exchange rates of \$22.3 million for fiscal 2013 and additional sales in the 53<sup>rd</sup> week of fiscal 2012 when compared to fiscal 2013, partially offset by an increase in sales at existing stores of 5.7%. The increase in net sales at existing stores was primarily due to the launch of the next generation consoles.

The segment operating profit for fiscal 2013 was \$26.6 million compared to an operating loss of \$74.4 million for fiscal 2012. The increase in operating earnings was primarily due to the goodwill and asset impairment charges of \$100.7 million recognized during fiscal 2012. Excluding the impact of the goodwill and asset impairment charges, adjusted segment operating earnings were \$26.3 million in fiscal 2012. The increase in adjusted segment operating earnings was due to a decrease in selling, general and administrative expenses as a result of lower sales and lower store count when compared to fiscal 2012, partially offset by a \$1.4 million unfavorable change in the exchange rate.

### ***Australia***

Segment results for Australia include retail operations and e-commerce sites in Australia and New Zealand. As of February 1, 2014, the Australian segment included 418 stores, compared to 416 stores as of February 2, 2013. Net sales for the 52 weeks ended February 1, 2014 increased 1.1% compared to the 53 weeks ended February 2, 2013. The increase in net sales was primarily due to a 12.6% increase in comparable store sales, partially offset by a \$58.1 million reduction in sales associated with exchange rates and the additional sales in the 53<sup>rd</sup> week of fiscal 2012. The increase in sales at existing stores was due to new video game console and title releases.

The segment operating profit for fiscal 2013 was \$37.5 million compared to an operating loss of \$71.6 million for fiscal 2012. The increase in operating earnings was primarily due to the goodwill and asset impairment charges of \$107.3 million recognized during fiscal 2012, partially offset by a \$4.8 million unfavorable change in the exchange rate. Excluding the impact of the goodwill and asset impairment charges in 2012, segment operating earnings increased \$1.8 million in fiscal 2013, when compared to \$35.7 million in fiscal 2012.

### ***Europe***

Segment results for Europe include retail operations in 11 European countries and e-commerce operations in six countries. As of February 1, 2014, the European segment operated 1,455 stores, compared to 1,425 stores as of February 2, 2013. For the 52 weeks ended February 1, 2014, European net sales increased 7.8% compared to the 53 weeks ended February 2, 2013. This increase in net sales was partially due to the favorable impact of changes in exchange rates in fiscal 2013, which had the effect of increasing sales by \$57.0 million when compared to fiscal 2012. Excluding the impact of changes in exchange rates, sales in the European segment increased 4.2%. The increase in sales was primarily due to an increase in sales at existing stores of 3.2%, offset by additional sales in the 53<sup>rd</sup> week of fiscal 2012 when compared to fiscal 2013. The increase in net sales at existing stores was primarily due to new video game console and title launches.

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The segment operating profit was \$44.3 million for fiscal 2013 compared to an operating loss of \$397.5 million for fiscal 2012. The increase in operating earnings was primarily due to asset impairment charges of \$4.7 million recognized during fiscal 2013 compared to charges totaling \$467.0 million for goodwill and asset impairments and restructuring charges during fiscal 2012. Excluding the impact of the goodwill and asset impairment and restructuring charges, segment operating earnings were \$49.0 million in fiscal 2013 compared to \$69.5 million in fiscal 2012. The decrease in adjusted operating earnings during fiscal 2013 included the impact of a decline in sales prior to the launch of the next generation consoles and the impact of low margin consoles as a percentage of total sales, as well as the impact of the operating earnings in the 53<sup>rd</sup> week in fiscal 2012, partially offset by a \$3.1 million favorable impact of the exchange rate.

### ***Technology Brands***

Segment results for the Technology Brands segment include our Simply Mac, Spring Mobile and Aio Wireless stores. As of February 1, 2014, the Technology Brands segment operated 218 stores, all of which were acquired or opened during fiscal 2013. For the 52 weeks ended February 1, 2014, Technology Brands net sales totaled \$62.8 million, with an operating loss of \$0.2 million that included startup costs for new stores.

### ***Fiscal 2012 Compared to Fiscal 2011***

#### ***Video Game Brands***

##### ***United States***

Segment results for the United States Video Game Brands segment include retail operations in 50 states, the District of Columbia, Puerto Rico and Guam, the electronic commerce Web site [www.gamestop.com](http://www.gamestop.com), *Game Informer* magazine, [www.kongregate.com](http://www.kongregate.com), a digital PC game distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames) and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). As of February 2, 2013, the United States Video Game Brands segment included 4,425 GameStop stores, compared to 4,503 stores on January 28, 2012.

Net sales for fiscal 2012 decreased 6.7% compared to fiscal 2011 and comparable store sales decreased 8.7%. The decrease in comparable store sales was primarily due to decreases in new video game hardware sales, new video game software sales, pre-owned and value video game products sales, and video game accessories sales offset partially by an increase in digital, mobile and consumer electronics and other product sales and sales for the 53<sup>rd</sup> week in fiscal 2012. The decrease in new video game hardware sales was primarily due to a decrease in hardware unit sell-through related to being in the late stages of the console cycle and sales from the launch of the Nintendo 3DS in the first quarter of fiscal 2011 which exceeded the sales from the launch of the Sony PlayStation Vita in the first quarter of fiscal 2012, offset partially by the launch of the Nintendo Wii U in the fourth quarter of fiscal 2012 and sales for the 53<sup>rd</sup> week in fiscal 2012. The decrease in new video game software sales was primarily due to declines in demand due to the late stages of the console cycle and a lack of new release video game titles in fiscal 2012 when compared to fiscal 2011, offset partially by sales for the 53<sup>rd</sup> week in fiscal 2012. The decrease in pre-owned and value video game product sales was primarily due to a decrease in store traffic related to the lack of new release video game titles in fiscal 2012 when compared to fiscal 2011 and the late stages of the console cycle, offset partially by sales for the 53<sup>rd</sup> week in fiscal 2012. The increase in digital, mobile and consumer electronics and other product sales was primarily due to an increase in sales of digital products, PC entertainment software and mobile devices in fiscal 2012 when compared to fiscal 2011 and sales for the 53<sup>rd</sup> week in fiscal 2012.

Asset impairments of \$5.7 million were recognized in fiscal 2012 primarily related to impairment of definite-lived assets. Asset impairments and restructuring charges of \$28.9 million were recognized in fiscal 2011 primarily related to asset impairments, severance and disposal costs associated with the exit of non-core businesses. Segment operating income for both fiscal 2012 and fiscal 2011 was \$501.9 million. Excluding the impact of asset impairments and restructuring charges, adjusted segment operating income decreased \$23.2 million from \$530.8 million in fiscal 2011 to \$507.6 million in fiscal 2012 primarily related to the decrease in comparable store sales between years.

##### ***Canada***

Segment results for Canada include retail operations in Canada and an e-commerce site. As of February 2, 2013, the Canadian segment had 336 stores compared to 346 stores as of January 28, 2012. Net sales in the Canadian segment in the 53 weeks ended February 2, 2013 decreased 4.0% compared to the 52 weeks ended January 28, 2012. The decrease in net sales was primarily attributable to a decrease in sales at existing stores of 4.6%, partially offset by the favorable impact of changes in exchange rates of \$1.6 million and additional sales in the 53<sup>rd</sup> week of fiscal 2012 when compared to fiscal 2011. The decrease in net sales at existing stores was primarily due to decreases in new video game hardware sales, new video game software sales and pre-owned and value video game product sales, offset partially by an increase in digital, mobile and consumer electronics and other product sales. The decrease in new video game hardware sales was primarily due to a decrease in hardware unit sell-through related to being in the late stages of the console cycle. The decrease in new video game software sales was primarily due to lower sales of new release video game titles and the late stages of the console cycle. The decrease in pre-owned and value video game product

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sales was due primarily to a decrease in store traffic related to lower sales of new release video game titles and the late stages of the current console cycle. The increase in digital, mobile and consumer electronics and other product sales was primarily due to an increase in digital products and PC entertainment software sales and sales of mobile devices.

The segment operating loss for fiscal 2012 was \$74.4 million compared to operating earnings of \$12.4 million for fiscal 2011. The decrease in operating earnings was primarily due to the goodwill and asset impairment charges of \$100.7 million recognized during fiscal 2012 compared to \$1.3 million in fiscal 2011. Excluding the impact of the goodwill and asset impairment charges, adjusted segment operating earnings were \$26.3 million in fiscal 2012, compared to \$13.7 million in fiscal 2011. The increase in adjusted segment operating earnings was due to an increase in gross profit dollars as a result of the shift in sales mix from hardware to higher margin categories and an increase in gross profit percent in pre-owned and value video games products. The increase in adjusted segment operating earnings was also due to a decrease in selling, general and administrative expenses as a result of lower sales and lower store count when compared to fiscal 2011.

### ***Australia***

Segment results for Australia include retail operations and e-commerce sites in Australia and New Zealand. As of February 2, 2013, the Australian segment included 416 stores, compared to 411 stores as of January 28, 2012. Net sales for the 53 weeks ended February 2, 2013 increased 0.4% compared to the 52 weeks ended January 28, 2012. The increase in net sales was primarily due to the additional sales in the 53<sup>rd</sup> week of fiscal 2012 and the impact of five new stores opened after January 28, 2012, offset by a decrease in sales at existing stores of 2.4%. The decrease in sales at existing stores was due to a decrease in new video game hardware sales, new video game software sales and pre-owned and value video game product sales, offset by an increase in digital, mobile and consumer electronics and other product sales. The decrease in new video game hardware sales is primarily due to a decrease in hardware unit sell-through related to being in the late stages of the current console cycle. The decrease in new video game software sales is primarily due to lower sales of new release video game titles and the late stages of the current console cycle. The decrease in pre-owned and value video game product sales is due primarily to a decrease in store traffic related to lower sales of new release video game titles and the late stages of the current console cycle. The increase in digital, mobile and consumer electronics and other product sales was primarily due to an increase in digital products and PC entertainment software sales and sales of mobile devices.

The segment operating loss for fiscal 2012 was \$71.6 million compared to operating earnings of \$35.4 million for fiscal 2011. The decrease in operating earnings was primarily due to the goodwill and asset impairment charges of \$107.3 million recognized during fiscal 2012 compared to \$0.6 million in fiscal 2011. Excluding the impact of the goodwill and asset impairment charges, adjusted segment operating earnings remained relatively flat at \$35.7 million in fiscal 2012, when compared to \$36.0 million in fiscal 2011.

### ***Europe***

Segment results for Europe include retail operations in 11 European countries and e-commerce operations in six countries. As of February 2, 2013, the European segment operated 1,425 stores, compared to 1,423 stores as of January 28, 2012. For the 53 weeks ended February 2, 2013, European net sales decreased 11.1% compared to the 52 weeks ended January 28, 2012. This decrease in net sales was partially due to the unfavorable impact of changes in exchange rates in fiscal 2012, which had the effect of decreasing sales by \$95.7 million when compared to fiscal 2011. Excluding the impact of changes in exchange rates, sales in the European segment decreased 5.9%. The decrease in sales was primarily due to a decrease in sales at existing stores of 8.3%, offset by additional sales in the 53<sup>rd</sup> week of fiscal 2012 when compared to fiscal 2011. The decrease in net sales at existing stores was primarily due to decreases in new video game hardware sales, new video game software sales and pre-owned and value video game product sales, offset partially by an increase in digital, mobile and consumer electronics and other product sales. The decrease in new video game hardware sales is primarily due to a decrease in hardware unit sell-through related to being in the late stages of the console cycle. The decrease in new video game software sales is primarily due to lower sales of new release video game titles and the late stages of the console cycle. The decrease in pre-owned and value video game product sales is due primarily to a decrease in store traffic related to lower sales of new release video game titles and the late stages of the console cycle. The increase in digital, mobile and consumer electronics and other product sales is due to an increase in sales of digital products, PC entertainment software and sales of mobile devices.

The segment operating loss was \$397.5 million for fiscal 2012 compared to operating earnings of \$20.2 million for fiscal 2011. The decrease in operating earnings was primarily due to the goodwill and asset impairments and restructuring charges of \$467.0 million recognized during fiscal 2012 compared to \$50.4 million during fiscal 2011. Excluding the impact of the goodwill and asset impairment charges, adjusted segment operating earnings remained relatively flat at \$69.5 million in fiscal 2012 compared to \$70.6 million in fiscal 2011.

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### Liquidity and Capital Resources

#### Overview

Based on our current operating plans, we believe that available cash balances, cash generated from our operating activities and funds available under our \$400 million asset-based revolving credit facility (the "Revolver") together will provide sufficient liquidity to fund our operations, store openings and remodeling activities and corporate capital expenditure programs, including the payment of dividends declared by the Board of Directors, for at least the next 12 months. On an ongoing basis, we will evaluate and consider strategic acquisitions, divestitures, repurchasing shares of our common stock or other transactions to create shareholder value and enhance financial performance. Such transactions may generate proceeds or require cash expenditures.

As of February 1, 2014, \$398.9 million of our total cash on hand of \$536.2 million was attributable to our foreign operations. Although we may, from time to time, evaluate strategies and alternatives with respect to the cash attributable to our foreign operations, we currently anticipate that this cash will remain in those foreign jurisdictions and it therefore may not be available for immediate use; however, we believe that our existing sources of liquidity, as described more fully above, will enable us to meet our cash requirements in the next twelve months.

We had total cash on hand of \$536.2 million and an additional \$391.0 million of available future borrowing capacity under the Revolver. Based on our current expectations, we believe our liquidity and capital resources will be sufficient to operate our business. However, we may, from time to time, raise additional funds through borrowings or public or private sales of debt or equity securities. The amount, nature and timing of any borrowings or sales of debt or equity securities will depend on our operating performance and other circumstances; our then-current commitments and obligations; the amount, nature and timing of our capital requirements; any limitations imposed by our current credit arrangements; and overall market conditions.

We have revised the presentation of outstanding checks in our prior period financial statements. Previously, we reduced cash and liabilities when the checks were presented for payment and cleared our bank accounts. As of February 1, 2014, we reduce cash and liabilities when the checks are released for payment.

The impact of this revision on our consolidated statements of cash flows for the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012 are as follows:

	<u>As Previously Reported</u>	<u>Revision</u>	<u>As Revised</u>
	(In millions)		
<b>Consolidated Statements of Cash Flows:</b>			
<b>For the 53 weeks ended February 2, 2013</b>			
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	\$ 48.1	\$ (22.2)	\$ 25.9
Net cash flows provided by operating activities	632.4	(22.2)	610.2
Cash and cash equivalents at beginning of period	655.0	(239.2)	415.8
Cash and cash equivalents at end of period	635.8	(261.4)	374.4
<b>For the 52 weeks ended January 28, 2012</b>			
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	(104.5)	17.1	(87.4)
Net cash flows provided by operating activities	624.7	17.1	641.8
Cash and cash equivalents at beginning of period	710.8	(256.3)	454.5
Cash and cash equivalents at end of period	655.0	(239.2)	415.8

#### Cash Flows

During fiscal 2013, cash provided by operations was \$762.7 million, compared to cash provided by operations of \$610.2 million in fiscal 2012. The increase in cash provided by operations of \$152.5 million from fiscal 2012 to fiscal 2013 was primarily due to an increase in cash provided by working capital of \$176.9 million, primarily driven by a change in the timing of payments of accounts payable, partially offset by higher inventory purchases in fiscal 2013. The higher inventory purchases in fiscal 2013 were primarily due to purchases to support the launch of new consoles.



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During fiscal 2012, cash provided by operations was \$610.2 million, compared to cash provided by operations of \$641.8 million in fiscal 2011. The decrease in cash provided by operations of \$31.6 million from fiscal 2011 to fiscal 2012 was due primarily to lower net income in fiscal 2012. Cash provided by working capital increased modestly between years, due primarily to a change in the timing of payments of prepaid expenses offset partially by higher inventory purchases in fiscal 2012 and the related effects on payments of accounts payable.

Cash used in investing activities was \$207.5 million in fiscal 2013, \$152.7 million in fiscal 2012 and \$201.6 million in fiscal 2011. During fiscal 2013, we used \$125.6 million for capital expenditures primarily to open 109 Video Game Brands stores in the U.S. and internationally and to invest in information systems and digital initiatives. During fiscal 2013, we also used \$77.4 million of cash primarily for the acquisition of Spring Mobile and Simply Mac. During fiscal 2012, we used \$139.6 million for capital expenditures primarily to invest in information systems, distribution center capacity and e-commerce, digital and loyalty program initiatives and to open 146 stores in the U.S. and internationally. During fiscal 2011, in addition to \$165.1 million of cash used for capital expenditures, we also used \$30.1 million for acquisitions in support of our digital initiatives.

Cash used in financing activities was \$350.6 million in fiscal 2013, \$498.5 million in fiscal 2012 and \$492.6 million in fiscal 2011. The cash flows used in financing activities in fiscal 2013 were primarily for the repurchase of \$258.3 million of treasury shares and the payment of dividends on our Class A Common Stock of \$130.9 million. The cash flows used in financing activities in fiscal 2012 were primarily for the repurchase of \$409.4 million of treasury shares and the payment of dividends on our Class A Common Stock of \$102.0 million. The cash flows used in financing activities in fiscal 2011 were primarily for the repurchase of \$262.1 million of treasury shares and repayment of \$250.0 million in principal of our senior notes. The cash used in financing activities in fiscal 2013, fiscal 2012 and fiscal 2011 was also impacted by cash provided by the issuance of shares associated with stock option exercises of \$58.0 million, \$11.6 million and \$18.1 million, respectively.

### ***Sources of Liquidity***

We utilize cash generated from operations and have funds available to us under our revolving credit facility to cover seasonal fluctuations in cash flows and to support our various growth initiatives. Our cash and cash equivalents are carried at cost, which approximates market value, and consist primarily of time deposits with highly rated commercial banks.

On January 4, 2011, we entered into a \$400 million revolving credit facility (the “Revolver”), which amended and restated, in its entirety, our prior credit agreement entered into in October 2005 (the “Credit Agreement”). The Revolver provides for a five-year, \$400 million asset-based facility, including a \$50 million letter of credit sublimit, secured by substantially all of our and our domestic subsidiaries’ assets. We have the ability to increase the facility, which matures in January 2016, by \$150 million under certain circumstances. The Revolver was further amended and restated on March 25, 2014 as described more fully below.

The availability under the Revolver is limited to a borrowing base which allows us to borrow up to 90% of the appraisal value of the inventory, in each case plus 90% of eligible credit card receivables, net of certain reserves. Letters of credit reduce the amount available to borrow by their face value. Our ability to pay cash dividends, redeem options and repurchase shares is generally permitted, except under certain circumstances, including if Revolver excess availability is less than 20%, or is projected to be so within 12 months after such payment. In addition, if Revolver usage is projected to be equal to or greater than 25% of total commitments during the prospective 12-month period, we are subject to meeting a fixed charge coverage ratio of 1.1:1.0 prior to making such payments. In the event that excess availability under the Revolver is at any time less than the greater of (1) \$40 million or (2) 12.5% of the lesser of the total commitment or the borrowing base, we will be subject to a fixed charge coverage ratio covenant of 1.1:1.0.

The Revolver places certain restrictions on us and our subsidiaries, including limitations on asset sales, additional liens, investments, loans, guarantees, acquisitions and the incurrence of additional indebtedness. Absent consent from our lenders, we may not incur more than \$750 million of additional unsecured indebtedness to be limited to \$250 million in general unsecured obligations and \$500 million in unsecured obligations to finance acquisitions valued at \$500 million or more. The per annum interest rate under the Revolver is variable and is calculated by applying a margin (1) for prime rate loans of 1.25% to 1.50% above the highest of (a) the prime rate of the administrative agent, (b) the federal funds effective rate plus 0.50% or (c) the London Interbank Offered (“LIBO”) rate for a 30-day interest period as determined on such day plus 1.00%, and (2) for LIBO rate loans of 2.25% to 2.50% above the LIBO rate. The applicable margin is determined quarterly as a function of our average daily excess availability under the facility. In addition, we are required to pay a commitment fee of 0.375% or 0.50%, depending on facility usage, for any unused portion of the total commitment under the Revolver. As of February 1, 2014, the applicable margin was 1.25% for prime rate loans and 2.25% for LIBO rate loans, while the required commitment fee was 0.50% for the unused portion of the Revolver.

The Revolver provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, failure to comply with covenants, any material representation or warranty made by us or the borrowers proving to be false in any material respect, certain bankruptcy, insolvency or receivership events affecting us or our

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subsidiaries, defaults relating to certain other indebtedness, imposition of certain judgments and mergers or our liquidation or the liquidation of certain of our subsidiaries.

During fiscal 2013, we borrowed and repaid \$130.0 million under the Revolver. During fiscal 2012 and fiscal 2011, we borrowed and repaid \$81.0 million and \$35.0 million, respectively, under the Revolver. Average borrowings under the Revolver for the 52 weeks ended February 1, 2014 were \$14.2 million. Our average interest rate on those outstanding borrowings for the 52 weeks ended February 1, 2014 was 2.8%. As of February 1, 2014, total availability under the Revolver was \$391.0 million, there were no borrowings outstanding under the Revolver and letters of credit outstanding totaled \$9.0 million.

On March 25, 2014, we further amended and restated our revolving credit facility. The terms of the agreement were modified to extend the maturity date for the revolving credit facility to March 25, 2019, to increase the expansion feature under the facility from \$150 million to \$200 million, subject to certain conditions, and to amend certain other terms, including a reduction in the fee we are required to pay on the unused portion of the total commitment amount. The five-year, asset-based revolving credit facility has a total commitment amount of \$400 million, which is subject to a monthly borrowing base calculation, and is available for the issuance of letters of credit of up to \$50 million. The facility is secured by substantially all of our assets and the assets of our domestic subsidiaries. We believe the extension of the maturity date of the revolving credit facility to March 2019 helps to limit our exposure to potential tightening or other adverse changes in the credit markets.

In September 2007, our Luxembourg subsidiary entered into a discretionary \$20.0 million Uncommitted Line of Credit (the "Line of Credit") with Bank of America. There is no term associated with the Line of Credit and Bank of America may withdraw the facility at any time without notice. The Line of Credit is available to our foreign subsidiaries for use primarily as a bank overdraft facility for short-term liquidity needs and for the issuance of bank guarantees and letters of credit to support operations. As of February 1, 2014, there were no cash overdrafts outstanding under the Line of Credit and bank guarantees outstanding of \$4.3 million.

### *Uses of Capital*

Our future capital requirements will depend on the number of new stores we open and the timing of those openings within a given fiscal year, as well as the investments we will make in e-commerce, digital and other strategic initiatives. We opened or acquired 327 stores in fiscal 2013, which includes the stores acquired in connection with the Spring Mobile and Simply Mac acquisitions, and we expect to open or acquire approximately 350 to 450 stores in fiscal 2014, including investments in our Technology Brands business. Capital expenditures for fiscal 2014 are projected to be approximately \$160 million, to be used primarily to fund continued digital initiatives, new store openings and store remodels and invest in distribution and information systems in support of operations.

Between May 2006 and December 2011, we repurchased and redeemed \$300 million of Senior Floating Rate Notes and \$650 million of Senior Notes under previously announced buybacks authorized by our Board of Directors. The associated loss on the retirement of debt was \$1.0 million for the 52 week period ended January 28, 2012, which consisted of the premium paid to retire the Notes and the write-off of the deferred financing fees and the original issue discount on the Notes.

We used cash to expand our operations through acquisitions. During fiscal 2013, fiscal 2012 and fiscal 2011, we used \$77.4 million, \$1.5 million and \$30.1 million, respectively, for acquisitions which in fiscal 2013 were primarily related to the growth of our Technology Brands business.

Since January 2010, our Board of Directors has authorized several share repurchase programs authorizing management to repurchase our common stock. Since the beginning of fiscal 2011, the authorizations have been for \$500 million at a time. Our typical practice is to seek Board of Directors' approval for a new authorization before the existing one is fully used in order to make sure that we are always able to repurchase shares. For fiscal 2011, we repurchased 11.2 million shares at an average price per share of \$21.38 for a total of \$240.2 million, which excludes approximately \$22 million of share repurchases that were executed at the end of fiscal 2010 but for which the settlement and related cash outflow did not occur until the beginning of fiscal 2011. For fiscal 2012, the number of shares repurchased was 19.9 million for an average price per share of \$20.60 for a total of \$409.4 million. For fiscal 2013, the number of shares repurchased was 6.3 million for an average price per share of \$41.12 for a total of \$258.3 million. Between February 2, 2014 and March 20, 2014, we have repurchased 0.6 million shares at an average price per share of \$37.17 for a total of \$20.6 million and we have \$436.5 million remaining under our latest authorization from November 2013.

On February 8, 2012, our Board of Directors approved the initiation of a quarterly cash dividend to our stockholders of Class A Common Stock. We paid a total of \$0.80 per share in dividends in fiscal 2012 and a total of \$1.10 per share in fiscal 2013. On March 4, 2014, our Board of Directors authorized an increase in our annual cash dividend from \$1.10 to \$1.32 per share of Class A Common Stock and on that date we declared our first quarterly cash dividend for fiscal 2014 of \$0.33 per share of Class A

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Common Stock payable on March 25, 2014 to stockholders of record at the close of business on March 17, 2014. Future dividends will be subject to approval by our Board of Directors.

### Contractual Obligations

The following table sets forth our contractual obligations as of February 1, 2014:

Contractual Obligations	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
	(In millions)				
Operating Leases	\$ 1,039.4	\$ 332.5	\$ 405.8	\$ 171.1	\$ 130.0
Purchase Obligations(1)	538.7	538.7	—	—	—
Total (2)	\$ 1,578.1	\$ 871.2	\$ 405.8	\$ 171.1	\$ 130.0

- (1) Purchase obligations represent outstanding purchase orders for merchandise from vendors. These purchase orders are generally cancelable until shipment of the products.
- (2) As of February 1, 2014, we had \$20.6 million of income tax liability related to unrecognized tax benefits in other long-term liabilities in our consolidated balance sheet. At the time of this filing, the settlement period for the noncurrent portion of our income tax liability (and the timing of any related payments) cannot be reasonably determined and therefore these liabilities are excluded from the table above. In addition, certain payments related to unrecognized tax benefits would be partially offset by reductions in payments in other jurisdictions. See Note 13 to our consolidated financial statements for further information regarding our uncertain tax positions.

We lease retail stores, warehouse facilities, office space and equipment. These are generally leased under noncancelable agreements that expire at various dates through 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in some cases, percentage rentals and require us to pay all insurance, taxes and other maintenance costs. Percentage rentals are based on sales performance in excess of specified minimums at various stores. We do not have leases with capital improvement funding.

As of February 1, 2014, we had standby letters of credit outstanding in the amount of \$9.0 million and had bank guarantees outstanding in the amount of \$18.7 million, \$13.0 million of which are cash collateralized.

### Recent Accounting Standards and Pronouncements

In July 2013, accounting standards update (“ASU”) 2013-11 *“Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists”* was issued requiring an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as either a reduction to a deferred tax asset or separately as a liability depending on the existence, availability and/or use of an operating loss carryforward, a similar tax loss, or a tax credit carryforward. This ASU will be effective for us beginning the first quarter of 2014. We do not expect that this ASU will have an impact on our consolidated financial statements as we currently do not have any unrecognized tax benefits in the same jurisdictions in which we have tax loss or credit carryovers.

In March 2013, ASU 2013-05 *“Foreign Currency Matters (Topic 830)”* was issued providing guidance with respect to the release of cumulative translation adjustments into net income when a parent company sells either a part or all of an investment in a foreign entity. The ASU requires the release of cumulative translation adjustments when a company no longer holds a controlling financial interest in a foreign subsidiary or a group of assets that constitutes a business within a foreign entity. This ASU will be effective for us beginning the first quarter of 2014. We are evaluating the effect of this ASU, but do not expect it to have a significant impact on our consolidated financial statements.

In February 2013, ASU 2013-02 *“Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income”* was issued regarding disclosure of amounts reclassified out of accumulated other comprehensive income by component. An entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income, but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU was effective for our annual and interim periods beginning in fiscal 2013. The ASU had no effect on our consolidated financial statements as we have a single component of other comprehensive income, currency translation adjustments, which is not reclassified to net income.

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### **Seasonality**

Our business, like that of many retailers, is seasonal, with the major portion of sales and operating profit realized during the fourth quarter which includes the holiday selling season. Results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year. Quarterly results may fluctuate materially depending upon, among other factors, the timing of new product introductions and new store openings, sales contributed by new stores, increases or decreases in comparable store sales, the nature and timing of acquisitions, adverse weather conditions, shifts in the timing of certain holidays or promotions and changes in our merchandise mix.

### **Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to market risk due to foreign currency and interest rate fluctuations, each as described more fully below.

#### **Foreign Currency Risk**

We use forward exchange contracts, foreign currency options and cross-currency swaps (together, the “foreign currency contracts”) to manage currency risk primarily related to intercompany loans denominated in non-functional currencies and certain foreign currency assets and liabilities. The foreign currency contracts are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings effect of the re-measurement of related intercompany loans and foreign currency assets and liabilities. For the fiscal year ended February 1, 2014, we recognized a \$20.3 million loss in selling, general and administrative expenses related to derivative instruments. The aggregate fair value of the foreign currency contracts as of February 1, 2014 was a net liability of \$22.1 million as measured by observable inputs obtained from market news reporting services, such as *Bloomberg* and *The Wall Street Journal*, and industry-standard models that consider various assumptions, including quoted forward prices, time value, volatility factors, and contractual prices for the underlying instruments, as well as other relevant economic measures. A hypothetical strengthening or weakening of 10% in the foreign exchange rates underlying the foreign currency contracts from the market rate as of February 1, 2014 would result in a gain or loss in value of the forwards, options and swaps of \$10.5 million.

We do not use derivative financial instruments for trading or speculative purposes. We are exposed to counterparty credit risk on all of our derivative financial instruments and cash equivalent investments. We manage counterparty risk according to the guidelines and controls established under comprehensive risk management and investment policies. We continuously monitor our counterparty credit risk and utilize a number of different counterparties to minimize our exposure to potential defaults. We do not require collateral under derivative or investment agreements.

#### **Interest Rate Risk**

Our Revolver’s per annum interest rate is variable and is based on one of (i) the U.S. prime rate, (ii) the LIBO rate or (iii) the U.S. federal funds rate. We do not use derivative financial instruments to hedge interest rate exposure. We limit our interest rate risks by investing our excess cash balances in short-term, highly-liquid instruments with a maturity of one year or less. We do not expect any material losses from our invested cash balances. Additionally, a hypothetical 10% adverse movement in interest rates would not have a material impact our financial condition, results of operations or cash flows and we therefore believe that we do not have significant interest rate exposure.

### **Item 8. *Financial Statements and Supplementary Data***

See Item 15(a)(1) and (2) of this Form 10-K.

### **Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

### **Item 9A. *Controls and Procedures***

#### **(a) Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, our management conducted an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) at the reasonable assurance level. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and that our

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disclosure controls and procedures are effective at the reasonable assurance level. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures to disclose material information otherwise required to be set forth in our periodic reports.

### (b) Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control — Integrated Framework*, our management concluded that our internal control over financial reporting was effective at the reasonable assurance level as of February 1, 2014.

During the fourth quarter of fiscal 2013, we completed our acquisitions of Spring Mobile and the remaining equity ownership of Simply Mac that we did not previously own and began the process of integrating Spring Mobile and Simply Mac into our operations. We have excluded Spring Mobile and Simply Mac from our assessment of our internal control over financial reporting as of February 1, 2014 as we concluded there was insufficient time between the respective acquisition dates and the end of fiscal 2013 to properly plan, document, test and remediate, if necessary, the controls of Spring Mobile and Simply Mac. We will include Spring Mobile and Simply Mac in our assessment of our internal control over financial reporting as of January 31, 2015 (the end of fiscal year 2014). Because Spring Mobile and Simply Mac do not constitute a significant portion of our operations on a consolidated basis, we do not currently expect these integration efforts to have a material effect on our internal control over financial reporting. In the aggregate, Spring Mobile and Simply Mac represented 4.3% of our consolidated assets and less than 1% of our consolidated net sales and consolidated net income attributable to GameStop Corp. as of and for the 52 weeks ended February 1, 2014.

The effectiveness of our internal control over financial reporting as of February 1, 2014 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included in this Form 10-K on page 52.

### Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
GameStop Corp  
Dallas, Texas

We have audited the internal control over financial reporting of GameStop Corp. (the "Company") as of February 1, 2014, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management's Annual Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Spring Communications, Inc. ("Spring Mobile") and Simply Mac, Inc. ("Simply Mac"), which ownership interests were acquired on November 3, 2013 and November 7, 2013, respectively, and whose financial statements constitute approximately 4.3% of consolidated assets and less than 1% of consolidated net sales and consolidated net income attributable to the Company as of and for the 52 week period ended February 1, 2014. Accordingly, our audit did not include the internal control over financial reporting at Spring Mobile and Simply Mac. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of February 1, 2014, based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the 52 week period ended February 1, 2014 of the Company and our report dated April 2, 2014 expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

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/s/ DELOITTE & TOUCHE LLP  
DELOITTE & TOUCHE LLP

Dallas, Texas  
April 2, 2014

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**Item 9B. *Other Information***

None.

**PART III**

**Item 10. *Directors, Executive Officers and Corporate Governance\****

**Code of Ethics**

We have adopted a Code of Ethics for Senior Financial and Executive Officers that is applicable to our Executive Chairman, Chief Executive Officer, President, Chief Financial Officer, Chief Accounting Officer, any Executive Vice President and any Vice President employed in a finance or accounting role. We have also adopted a Code of Standards, Ethics and Conduct applicable to all of our management-level employees. Each of the Code of Ethics and Code of Standards, Ethics and Conduct are available on our website at [www.gamestop.com](http://www.gamestop.com).

In accordance with SEC rules, we intend to disclose any amendment (other than any technical, administrative, or other non-substantive amendment) to either of the above Codes, or any waiver of any provision thereof with respect to any of the executive officers listed in the paragraph above, on our Web site ([www.gamestop.com](http://www.gamestop.com)) within four business days following such amendment or waiver.

**Item 11. *Executive Compensation\****

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters\****

**Item 13. *Certain Relationships and Related Transactions, and Director Independence\****

**Item 14. *Principal Accountant Fees and Services\****

\* The information not otherwise provided herein that is required by Items 10, 11, 12, 13 and 14 will be set forth in the definitive proxy statement relating to our 2014 Annual Meeting of Stockholders to be held on or around June 24, 2014, which is to be filed with the SEC pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. This definitive proxy statement relates to a meeting of stockholders involving the election of directors and the portions therefrom required to be set forth in this Form 10-K by Items 10, 11, 12, 13 and 14 are incorporated herein by reference pursuant to General Instruction G(3) to Form 10-K.



**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) *The following documents are filed as a part of this Form 10-K:*

(1) *Index and Consolidated Financial Statements*

The list of consolidated financial statements set forth in the accompanying Index to Consolidated Financial Statements at page F-1 herein is incorporated herein by reference. Such consolidated financial statements are filed as part of this Form 10-K.

(2) *Financial Statement Schedules required to be filed by Item 8 of this Form 10-K:*

The following financial statement schedule for the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012 is filed as part of this Form 10-K and should be read in conjunction with our Consolidated Financial Statements appearing elsewhere in this Form 10-K:

**Schedule II — Valuation and Qualifying Accounts**

For the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012:

	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts- Accounts Payable (1)	Deductions- Write-Offs Net of Recoveries	Balance at End of Period
	(In millions)				
Inventory Reserve, deducted from asset accounts					
52 Weeks Ended February 1, 2014	\$ 83.8	\$ 40.6	\$ 32.0	\$ 79.9	\$ 76.5
53 Weeks Ended February 2, 2013	67.7	43.1	31.6	58.6	83.8
52 Weeks Ended January 28, 2012	69.5	31.3	33.5	66.6	67.7

(1) Consists primarily of amounts received from vendors for defective allowances.

All other schedules are omitted because they are not applicable.

(b) *Exhibits*

The information required by this Section (b) of Item 15 is set forth on the Exhibit Index that follows the Consolidated Financial Statements and Notes to Consolidated Financial Statements appearing elsewhere in this Form 10-K.

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

GAMESTOP CORP.

By: /s/ J. PAUL RAINES  
J. Paul Raines  
*Chief Executive Officer and Director*

Date: April 2, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ J. PAUL RAINES</u> J. Paul Raines	Chief Executive Officer and Director (Principal Executive Officer)	April 2, 2014
<u>/s/ DANIEL A. DEMATTEO</u> Daniel A. DeMatteo	Executive Chairman and Director	April 2, 2014
<u>/s/ ROBERT A. LLOYD</u> Robert A. Lloyd	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 2, 2014
<u>/s/ TROY W. CRAWFORD</u> Troy W. Crawford	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	April 2, 2014
<u>/s/ JEROME L. DAVIS</u> Jerome L. Davis	Director	April 2, 2014
<u>/s/ R. RICHARD FONTAINE</u> R. Richard Fontaine	Director	April 2, 2014
<u>/s/ THOMAS N. KELLY JR.</u> Thomas N. Kelly Jr.	Director	April 2, 2014
<u>/s/ SHANE S. KIM</u> Shane S. Kim	Director	April 2, 2014
<u>/s/ STEVEN R. KOONIN</u> Steven R. Koonin	Director	April 2, 2014
<u>/s/ STEPHANIE M. SHERN</u> Stephanie M. Shern	Director	April 2, 2014
<u>/s/ GERALD R. SZCZEPANSKI</u> Gerald R. Szczepanski	Director	April 2, 2014
<u>/s/ KATHY P. VRABECK</u> Kathy P. Vrabeck	Director	April 2, 2014
<u>/s/ LAWRENCE S. ZILAVY</u> Lawrence S. Zilavy	Director	April 2, 2014

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
GameStop Corp.  
Grapevine, Texas

We have audited the accompanying consolidated balance sheet of GameStop Corp. (the "Company") as of February 1, 2014, and the related consolidated statements of operations, comprehensive income, changes in equity, and cash flows for the 52 week period ended February 1, 2014. Our audit also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of GameStop Corp as of February 1, 2014, and the results of their operations and their cash flows for the 52 week period ended February 1, 2014, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of February 1, 2014, based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 2, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

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/s/ DELOITTE & TOUCHE LLP  
DELOITTE & TOUCHE LLP

Dallas, Texas  
April 2, 2014

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**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
GameStop Corp.  
Grapevine, Texas

We have audited the accompanying consolidated balance sheet of GameStop Corp. as of February 2, 2013 and the related consolidated statements of operations and comprehensive income, changes in equity, and cash flows for the 53 week period ended February 2, 2013 and the 52 week period ended January 28, 2012. In connection with our audits of the financial statements, we have also audited the financial statement schedule listed in Item 15(a)(2) of this Form 10-K. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and schedule. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GameStop Corp. at February 2, 2013 and the results of its operations and its cash flows for the 53 week period ended February 2, 2013 and the 52 week period ended January 28, 2012, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ BDO USA, LLP  
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BDO USA, LLP

Dallas, TX  
April 3, 2013

**GAMESTOP CORP.**  
**CONSOLIDATED BALANCE SHEETS**

	February 1, 2014	February 2, 2013
(In millions, except par value per share)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 536.2	\$ 374.4
Receivables, net	84.4	73.6
Merchandise inventories, net	1,198.9	1,171.3
Deferred income taxes — current	51.7	61.7
Prepaid expenses and other current assets	78.4	68.5
Total current assets	<u>1,949.6</u>	<u>1,749.5</u>
Property and equipment:		
Land	20.4	22.5
Buildings and leasehold improvements	609.6	606.4
Fixtures and equipment	841.8	926.0
Total property and equipment	<u>1,471.8</u>	<u>1,554.9</u>
Less accumulated depreciation and amortization	995.6	1,030.1
Net property and equipment	<u>476.2</u>	<u>524.8</u>
Goodwill	1,414.7	1,383.1
Other intangible assets, net	194.3	153.4
Other noncurrent assets	56.6	61.4
Total noncurrent assets	<u>2,141.8</u>	<u>2,122.7</u>
Total assets	<u>\$ 4,091.4</u>	<u>\$ 3,872.2</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 783.9	\$ 611.6
Accrued liabilities	861.7	738.9
Income taxes payable	78.0	103.4
Notes payable	2.4	—
Total current liabilities	<u>1,726.0</u>	<u>1,453.9</u>
Deferred income taxes	37.4	31.5
Other long-term liabilities	75.0	100.5
Notes payable - long-term	1.6	—
Total long-term liabilities	<u>114.0</u>	<u>132.0</u>
Total liabilities	<u>1,840.0</u>	<u>1,585.9</u>
Commitments and contingencies (Notes 11 and 12)	—	—
Stockholders' equity:		
Preferred stock — authorized 5.0 shares; no shares issued or outstanding	—	—
Class A common stock — \$.001 par value; authorized 300.0 shares; 115.3 and 128.2 shares issued, 115.3 and 118.2 shares outstanding, respectively	0.1	0.1
Additional paid-in-capital	172.9	348.3
Accumulated other comprehensive income	82.5	164.4
Retained earnings	1,995.9	1,773.5
Total stockholders' equity	<u>2,251.4</u>	<u>2,286.3</u>
Total liabilities and stockholders' equity	<u>\$ 4,091.4</u>	<u>\$ 3,872.2</u>

See accompanying notes to consolidated financial statements.

**GAMESTOP CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
(In millions, except per share data)			
Net sales	\$ 9,039.5	\$ 8,886.7	\$ 9,550.5
Cost of sales	6,378.4	6,235.2	6,871.0
Gross profit	2,661.1	2,651.5	2,679.5
Selling, general and administrative expenses	1,892.4	1,835.9	1,842.1
Depreciation and amortization	166.5	176.5	186.3
Goodwill impairments	10.2	627.0	—
Asset impairments and restructuring charges	18.5	53.7	81.2
Operating earnings (loss)	573.5	(41.6)	569.9
Interest income	(0.9)	(0.9)	(0.9)
Interest expense	5.6	4.2	20.7
Debt extinguishment expense	—	—	1.0
Earnings (loss) before income tax expense	568.8	(44.9)	549.1
Income tax expense	214.6	224.9	210.6
Net income (loss)	354.2	(269.8)	338.5
Net loss attributable to noncontrolling interests	—	0.1	1.4
Net income (loss) attributable to GameStop Corp.	\$ 354.2	\$ (269.7)	\$ 339.9
Basic net income (loss) per common share attributable to GameStop Corp.	\$ 3.02	\$ (2.13)	\$ 2.43
Diluted net income (loss) per common share attributable to GameStop Corp.	\$ 2.99	\$ (2.13)	\$ 2.41
Weighted average shares of common stock outstanding — basic	117.2	126.4	139.9
Weighted average shares of common stock outstanding — diluted	118.4	126.4	141.0

See accompanying notes to consolidated financial statements.

**GAMESTOP CORP.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
	(In millions)		
Net income (loss)	\$ 354.2	\$ (269.8)	\$ 338.5
Other comprehensive income (loss):			
Foreign currency translation adjustments	(81.9)	(5.4)	7.1
Total comprehensive income (loss)	272.3	(275.2)	345.6
Comprehensive loss attributable to noncontrolling interests	—	0.2	1.5
Comprehensive income (loss) attributable to GameStop Corp.	\$ 272.3	\$ (275.0)	\$ 347.1

See accompanying notes to consolidated financial statements.



**GAMESTOP CORP.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

GameStop Corp. Stockholders							
	Class A Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Noncontrolling Interest	Total
	Shares	Common Stock					
(In millions)							
Balance at January 29, 2011	146.0	\$ 0.1	\$ 928.9	\$ 162.5	\$ 1,805.8	\$ (1.4)	\$ 2,895.9
Purchase of subsidiary shares from noncontrolling interest	—	—	(1.1)	—	—	1.0	(0.1)
Net income (loss) for the 52 weeks ended January 28, 2012	—	—	—	—	339.9	(1.4)	338.5
Foreign currency translation	—	—	—	7.2	—	(0.1)	7.1
Stock-based compensation	—	—	18.8	—	—	—	18.8
Repurchases of common stock	(11.2)	—	(240.2)	—	—	—	(240.2)
Exercise of employee stock options and issuance of shares upon vesting of restricted stock grants (including tax benefit of \$2.1)	2.0	—	20.2	—	—	—	20.2
Balance at January 28, 2012	136.8	0.1	726.6	169.7	2,145.7	(1.9)	3,040.2
Purchase of subsidiary shares from noncontrolling interest	—	—	(2.1)	—	—	2.1	—
Net loss for the 53 weeks ended February 2, 2013	—	—	—	—	(269.7)	(0.1)	(269.8)
Foreign currency translation	—	—	—	(5.3)	—	(0.1)	(5.4)
Dividends(1)	—	—	—	—	(102.5)	—	(102.5)
Stock-based compensation	—	—	19.6	—	—	—	19.6
Repurchases of common stock	(19.9)	—	(409.4)	—	—	—	(409.4)
Exercise of employee stock options and issuance of shares upon vesting of restricted stock grants (including tax benefit of \$2.0)	1.3	—	13.6	—	—	—	13.6
Balance at February 2, 2013	118.2	0.1	348.3	164.4	1,773.5	—	2,286.3
Net income for the 52 weeks ended February 1, 2014	—	—	—	—	354.2	—	354.2
Foreign currency translation	—	—	—	(81.9)	—	—	(81.9)
Dividends(1)	—	—	—	—	(131.8)	—	(131.8)
Stock-based compensation	—	—	19.4	—	—	—	19.4
Repurchases of common stock	(6.3)	—	(258.3)	—	—	—	(258.3)
Exercise of employee stock options and issuance of shares upon vesting of restricted stock grants (including tax benefit of \$11.1)	3.4	—	63.5	—	—	—	63.5
Balance at February 1, 2014	115.3	\$ 0.1	\$ 172.9	\$ 82.5	\$ 1,995.9	\$ —	\$ 2,251.4

(1) Dividends declared per common share were \$0.80 in the 53 weeks ended February 2, 2013 and \$1.10 in the 52 weeks ended February 1, 2014.

See accompanying notes to consolidated financial statements.

**GAMESTOP CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
(In millions)			
Cash flows from operating activities:			
Net income (loss)	\$ 354.2	\$ (269.8)	\$ 338.5
Adjustments to reconcile net income (loss) to net cash flows provided by operating activities:			
Depreciation and amortization (including amounts in cost of sales)	169.2	178.9	188.6
Provision for inventory reserves	40.6	43.1	31.3
Goodwill impairments, asset impairments and restructuring charges	28.7	680.7	81.2
Stock-based compensation expense	19.4	19.6	18.8
Deferred income taxes	(2.7)	(58.2)	(25.2)
Excess tax benefits related to stock-based awards	(12.4)	(1.3)	(1.4)
Loss on disposal of property and equipment	7.1	13.0	10.9
Other	(0.6)	1.2	3.1
Changes in operating assets and liabilities:			
Receivables, net	(1.4)	(8.1)	1.0
Merchandise inventories	(86.9)	(63.8)	64.3
Prepaid expenses and other current assets	(9.7)	27.8	(3.3)
Prepaid income taxes and income taxes payable	(19.8)	25.9	17.6
Accounts payable and accrued liabilities	302.4	25.9	(87.4)
Changes in Other long-term liabilities	(25.4)	(4.7)	3.8
Net cash flows provided by operating activities	<u>762.7</u>	<u>610.2</u>	<u>641.8</u>
Cash flows from investing activities:			
Purchase of property and equipment	(125.6)	(139.6)	(165.1)
Acquisitions, net of cash acquired	(77.4)	(1.5)	(30.1)
Other	(4.5)	(11.6)	(6.4)
Net cash flows used in investing activities	<u>(207.5)</u>	<u>(152.7)</u>	<u>(201.6)</u>
Cash flows from financing activities:			
Repayment of acquisition-related debt	(31.8)	—	—
Repurchase of notes payable	—	—	(250.0)
Repurchase of common shares	(258.3)	(409.4)	(262.1)
Dividends paid	(130.9)	(102.0)	—
Borrowings from the revolver	130.0	81.0	35.0
Repayments of revolver borrowings	(130.0)	(81.0)	(35.0)
Exercise of stock options, net of share repurchases for withholdings taxes	58.0	11.6	18.1
Excess tax benefits related to stock-based awards	12.4	1.3	1.4
Net cash flows used in financing activities	<u>(350.6)</u>	<u>(498.5)</u>	<u>(492.6)</u>
Exchange rate effect on cash and cash equivalents	(42.8)	(0.4)	13.7
Increase (decrease) in cash and cash equivalents	161.8	(41.4)	(38.7)
Cash and cash equivalents at beginning of period	374.4	415.8	454.5
Cash and cash equivalents at end of period	<u>\$ 536.2</u>	<u>\$ 374.4</u>	<u>\$ 415.8</u>

See accompanying notes to consolidated financial statements.

**GAMESTOP CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Nature of Operations and Summary of Significant Accounting Policies****Background**

GameStop Corp. (“GameStop,” “we,” “us,” “our,” or the “Company”) is a global, multichannel video game, consumer electronics and wireless services retailer and is the world’s largest multichannel video game retailer. We sell new and pre-owned video game hardware, physical and digital video game software, video game accessories, mobile and consumer electronics as well as other merchandise primarily through our GameStop, EB Games and Micromania stores. We sell mobile and consumer electronics primarily through our Spring Mobile and Simply Mac stores. Our stores, which totaled 6,675 at February 1, 2014, are located in major regional shopping malls and strip centers. We also operate electronic commerce Web sites at [www.gamestop.com](http://www.gamestop.com), [www.ebgames.com.au](http://www.ebgames.com.au), [www.ebgames.co.nz](http://www.ebgames.co.nz), [www.gamestop.ca](http://www.gamestop.ca), [www.gamestop.it](http://www.gamestop.it), [www.gamestop.es](http://www.gamestop.es), [www.gamestop.ie](http://www.gamestop.ie), [www.gamestop.de](http://www.gamestop.de), [www.gamestop.co.uk](http://www.gamestop.co.uk) and [www.micromania.fr](http://www.micromania.fr). In addition, we publish *Game Informer* magazine, operate the online video gaming Web site [www.kongregate.com](http://www.kongregate.com), a digital PC game distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames), iOS and Android mobile applications and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). We operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe, and a Technology Brands segment, which was added in the fourth quarter of fiscal 2013 and includes the operations of our Spring Mobile, Simply Mac, and Aio Wireless businesses.

Our largest vendors worldwide are Sony Computer Entertainment, Microsoft, Nintendo, Electronic Arts, Inc. and Activision, which accounted for 20%, 15%, 12%, 10% and 10%, respectively, of our new product purchases in fiscal 2013, 17%, 13%, 14%, 11% and 16%, respectively, in fiscal 2012 and 15%, 17%, 16%, 13% and 11%, respectively, in fiscal 2011. In addition, Take-Two Interactive accounted for 11% of our new product purchases in fiscal 2013.

**Basis of Presentation and Consolidation**

Our consolidated financial statements include our accounts and the accounts of our wholly-owned subsidiaries and our majority-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. All dollar and share amounts (other than dollar amounts per share) in the consolidated financial statements are stated in millions unless otherwise indicated.

Our fiscal year is composed of the 52 or 53 weeks ending on the Saturday closest to the last day of January. Fiscal 2013 consisted of the 52 weeks ended on February 1, 2014. Fiscal 2012 consisted of the 53 weeks ended on February 2, 2013. Fiscal 2011 consisted of the 52 weeks ended on January 28, 2012.

We have revised the presentation of outstanding checks in our prior period financial statements. Previously, we reduced cash and liabilities when the checks were presented for payment and cleared our bank accounts. As of February 1, 2014, we reduce cash and liabilities when the checks are released for payment.

The impacts of revising our financial statements for the specified prior periods are as follows:

	As Previously Reported	Revision	As Revised
	(In millions)		
<b>Consolidated Balance Sheets:</b>			
<b>As of February 2, 2013</b>			
Cash and cash equivalents	\$ 635.8	\$ (261.4)	\$ 374.4
Total current assets	2,010.9	(261.4)	1,749.5
Total assets	4,133.6	(261.4)	3,872.2
Accounts payable	870.9	(259.3)	611.6
Accrued liabilities	741.0	(2.1)	738.9
Total current liabilities	1,715.3	(261.4)	1,453.9
Total liabilities	1,847.3	(261.4)	1,585.9

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	As Previously Reported	Revision	As Revised
(In millions)			
<b>Consolidated Statements of Cash Flows:</b>			
<b>For the 53 weeks ended February 2, 2013</b>			
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	\$ 48.1	\$ (22.2)	\$ 25.9
Net cash flows provided by operating activities	632.4	(22.2)	610.2
Cash and cash equivalents at beginning of period	655.0	(239.2)	415.8
Cash and cash equivalents at end of period	635.8	(261.4)	374.4
<b>For the 52 weeks ended January 28, 2012</b>			
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	(104.5)	17.1	(87.4)
Net cash flows provided by operating activities	624.7	17.1	641.8
Cash and cash equivalents at beginning of period	710.8	(256.3)	454.5
Cash and cash equivalents at end of period	655.0	(239.2)	415.8

### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In preparing these financial statements, we have made our best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. Changes in the estimates and assumptions used by us could have a significant impact on our financial results. Actual results could differ from those estimates.

### *Cash and Cash Equivalents*

We consider all short-term, highly-liquid instruments purchased with an original maturity of three months or less to be cash equivalents. Our cash and cash equivalents are carried at cost, which approximates market value, and consist primarily of time deposits with highly rated commercial banks. From time to time depending upon interest rates, credit worthiness and other factors, we invest in money market investment funds holding direct U.S. Treasury obligations.

### *Restricted Cash*

We consider bank deposits serving as collateral for bank guarantees issued on behalf of our foreign subsidiaries as restricted cash, which is included in other noncurrent assets in our consolidated balance sheets. Our restricted cash was \$16.4 million and \$13.4 million as of February 1, 2014 and February 2, 2013, respectively.

### *Merchandise Inventories*

Our merchandise inventories are carried at the lower of cost or market generally using the average cost method. Under the average cost method, as new product is received from vendors, its current cost is added to the existing cost of product on-hand and this amount is re-averaged over the cumulative units. Pre-owned video game products traded in by customers are recorded as inventory at the amount of the store credit given to the customer. In valuing inventory, we are required to make assumptions regarding the necessity of reserves required to value potentially obsolete or over-valued items at the lower of cost or market. We consider quantities on hand, recent sales, potential price protections and returns to vendors, among other factors, when making these assumptions.

Our ability to assess these factors is dependent upon our ability to forecast customer demand and to provide a well-balanced merchandise assortment. Inventory is adjusted based on anticipated physical inventory losses or shrinkage and actual losses resulting from periodic physical inventory counts. Inventory reserves as of February 1, 2014 and February 2, 2013 were \$76.5 million and \$83.8 million, respectively.

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### ***Property and Equipment***

Property and equipment are carried at cost less accumulated depreciation and amortization. Depreciation on furniture, fixtures and equipment is computed using the straight-line method over their estimated useful lives ranging from two to ten years. Maintenance and repairs are expensed as incurred, while betterments and major remodeling costs are capitalized. Leasehold improvements are capitalized and amortized over the shorter of their estimated useful lives or the terms of the respective leases, including option periods in which the exercise of the option is reasonably assured (generally ranging from three to ten years). Costs incurred in purchasing management information systems are capitalized and included in property and equipment. These costs are amortized over their estimated useful lives from the date the systems become operational. Our total depreciation expense was \$152.9 million, \$163.1 million and \$172.2 million during fiscal 2013, fiscal 2012 and fiscal 2011, respectively.

We periodically review our property and equipment when events or changes in circumstances indicate that their carrying amounts may not be recoverable or their depreciation or amortization periods should be accelerated. We assess recoverability based on several factors, including our intention with respect to our stores and those stores' projected undiscounted cash flows. An impairment loss would be recognized for the amount by which the carrying amount of the assets exceeds their fair value, as approximated by the present value of their projected discounted cash flows. We recorded impairment losses of \$18.5 million, \$8.8 million and \$11.2 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively. See Note 2 for further information regarding our asset impairment charges.

### ***Goodwill***

Goodwill represents the excess purchase price over net identifiable assets acquired. Our management is required to evaluate goodwill and other intangible assets not subject to amortization for impairment at least annually. This annual test is completed as of the beginning of the fourth quarter each fiscal year or when circumstances indicate the carrying value of the goodwill or other intangible assets might be impaired. Goodwill has been assigned to reporting units for the purpose of impairment testing. We have five operating and reportable segments, including Video Game Brands in the United States, Australia, Canada and Europe, and Technology Brands in the United States, which also define our reporting units based upon the similar economic characteristics of operations within each segment, including the nature of products, product distribution and the type of customer and separate management within those regions.

We estimate the fair value of each reporting unit based on the discounted cash flows of each reporting unit. We use a two-step process to measure any potential goodwill impairment. If the fair value of the reporting unit is higher than its carrying value, then goodwill is not impaired. If the carrying value of the reporting unit is higher than the fair value, then the second step of the goodwill impairment test is needed. The second step compares the implied fair value of the reporting unit's goodwill with its carrying amount. The implied fair value of goodwill is determined in step two of the goodwill impairment test by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation used in a business combination and the residual fair value after this allocation is the implied fair value of the reporting unit's goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of its goodwill, then an impairment loss is recognized in the amount of the excess.

During the third quarter of fiscal 2012, our management determined that sufficient indicators of potential impairment existed to require an interim goodwill impairment test. As a result of the interim goodwill impairment test, we recorded non-cash, non-tax deductible goodwill impairments for the third quarter of fiscal 2012 of \$107.1 million, \$100.3 million and \$419.6 million in our Australia, Canada and Europe reporting units, respectively, to reduce the carrying value of goodwill.

We completed the annual impairment test of goodwill as of the first day of the fourth quarter of fiscal 2011, fiscal 2012 and fiscal 2013 and concluded that none of our goodwill was impaired. For the fiscal 2013 annual impairment test, Technology Brands was excluded since it commenced operations during the fourth quarter and therefore was not a reporting unit subject to assessment as of our annual testing date. For our United States, Canada and Australia reporting units, the calculated fair value of each of these reporting units exceeded their carrying values by more than 20% and the calculated fair value of our Europe reporting unit exceeded its carrying value by more than 10%. For fiscal 2013, there was a \$10.2 million goodwill write-off in the United States Video Game Brands segment as a result of abandoning our investment in Spawn Labs. For fiscal 2011, there was a \$3.3 million goodwill write-off in the United States Video Game Brands segment as a result of the exiting of a non-core business. Note 9 provides additional information concerning the changes in goodwill for the consolidated financial statements presented.

### ***Other Intangible Assets***

Other intangible assets consist primarily of trade names, leasehold rights, advertising relationships, dealer agreements and amounts attributed to favorable leasehold interests recorded as a result of business acquisitions. Intangible assets are recorded apart from goodwill if they arise from a contractual right and are capable of being separated from the entity and sold, transferred, licensed, rented or exchanged individually. The estimated useful life and amortization methodology of intangible assets are

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determined based on the period in which they are expected to contribute directly to cash flows. Intangible assets that are determined to have a definite life are amortized over that period. Leasehold rights which were recorded as a result of the purchase of SFMI Micromania SAS (“Micromania”) represent the value of rights of tenancy under commercial property leases for properties located in France. Rights pertaining to individual leases can be sold by us to a new tenant or recovered by us from the landlord if the exercise of the automatic right of renewal is refused. Leasehold rights are amortized on a straight-line basis over the expected lease term not to exceed 20 years, with no residual value. Advertising relationships, which were recorded as a result of digital acquisitions, are relationships with existing advertisers who pay to place ads on our digital Web sites and are amortized on a straight-line basis over 10 years. Favorable leasehold interests represent the value of the contractual monthly rental payments that are less than the current market rent at stores acquired as part of the Micromania acquisition or the EB merger. Favorable leasehold interests are amortized on a straight-line basis over their remaining lease term with no expected residual value.

Intangible assets that are determined to have an indefinite life are not amortized, but are required to be evaluated at least annually for impairment. Trade names which were recorded as a result of acquisitions, primarily Micromania, are considered indefinite-lived intangible assets as they are expected to contribute to cash flows indefinitely and are not subject to amortization, but are subject to annual impairment testing. If the carrying value of an individual indefinite-lived intangible asset exceeds its fair value as determined by its discounted cash flows, such individual indefinite-lived intangible asset is written down by the amount of the excess.

During the third quarter of fiscal 2012, our management determined that sufficient indicators of potential impairment existed to require an interim impairment test of our Micromania trade name. As a result of the interim impairment test of the Micromania trade name, we recorded a \$44.9 million impairment charge during the third quarter of fiscal 2012. We completed the annual impairment tests of indefinite-lived intangible assets as of the first day of the fourth quarter of fiscal 2013 and fiscal 2012 and concluded that none of our intangible assets were impaired. We completed the annual impairment test of indefinite-lived intangible assets as of the first day of the fourth quarter of fiscal 2011 and concluded that the Micromania trade name was impaired due to revenue forecasts that had declined since the initial valuation. As a result, we recorded a \$37.8 million impairment charge for fiscal 2011. The impairment charges are recorded in asset impairments and restructuring charges in our consolidated statements of operations and are recorded in the Europe segment. See Note 9.

### ***Revenue Recognition***

Revenue from the sales of our products is recognized at the time of sale, net of sales discounts and net of an estimated sales return reserve, based on historical return rates, with a corresponding reduction in cost of sales. Our sales return policy is generally limited to less than 30 days and as such our sales returns are, and have historically been, immaterial.

The sales of pre-owned video game products are recorded at the retail price charged to the customer. Advertising revenues for *Game Informer* are recorded upon release of magazines for sale to consumers. Subscription revenues for our PowerUp Rewards loyalty program and magazines are recognized on a straight-line basis over the subscription period. Revenue from the sales of product replacement plans is recognized on a straight-line basis over the coverage period. The deferred revenues for our PowerUp Rewards loyalty program, gift cards, customer credits, magazines and product replacement plans are included in accrued liabilities (see Note 8). Gift cards sold to customers are recognized as a liability on the consolidated balance sheet until redeemed or until a reasonable point at which breakage related to non-redemption can be recognized.

We also sell a variety of digital products which generally allow consumers to download software or play games on the internet. Certain of these products do not require us to purchase inventory or take physical possession of, or take title to, inventory. When purchasing these products from us, consumers pay a retail price and we earn a commission based on a percentage of the retail sale as negotiated with the product publisher. We recognize these commissions as revenue on the sale of these digital products.

Revenues do not include sales taxes or other taxes collected from customers.

### ***Cost of Sales and Selling, General and Administrative Expenses Classification***

The classification of cost of sales and selling, general and administrative expenses varies across the retail industry. We include purchasing, receiving and distribution costs in selling, general and administrative expenses, rather than cost of goods sold, in the consolidated statements of operations. For the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012, these purchasing, receiving and distribution costs amounted to \$56.4 million, \$58.8 million and \$61.7 million, respectively.

We include processing fees associated with purchases made by check and credit cards in cost of sales, rather than selling, general and administrative expenses, in the consolidated statements of operations. For the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012, these processing fees amounted to \$61.5 million, \$54.2 million and \$65.1 million, respectively.

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### ***Customer Liabilities***

We establish a liability upon the issuance of merchandise credits and the sale of gift cards. Revenue is subsequently recognized when the credits and gift cards are redeemed. In addition, breakage is recognized quarterly on unused customer liabilities older than two years to the extent that our management believes the likelihood of redemption by the customer is remote, based on historical redemption patterns. Breakage has historically been immaterial. To the extent that future redemption patterns differ from those historically experienced, there will be variations in the recorded breakage.

### ***Advertising Expenses***

We expense advertising costs for newspapers and other media when the advertising takes place. Advertising expenses for television, newspapers and other media during the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012 were \$57.8 million, \$63.9 million and \$65.0 million, respectively.

### ***Loyalty Expenses***

The PowerUp Rewards loyalty program, introduced in May 2010, allows enrolled members to earn points on purchases that can be redeemed for rewards that include discounts or merchandise. We estimate the net cost of the rewards that will be issued and redeemed and record this cost and the associated balance sheet reserve as points are accumulated by loyalty program members. The two primary estimates utilized to record the balance sheet reserve for loyalty points earned by members are the estimated redemption rate and the estimated weighted-average cost per point redeemed. Our management uses historical redemption rates experienced under the loyalty program as a basis to estimate the ultimate redemption rate of points earned. A weighted-average cost per point redeemed is used to estimate future redemption costs. The weighted-average cost per point redeemed is based on our most recent actual costs incurred to fulfill points that have been redeemed by our loyalty program members and is adjusted as appropriate for recent changes in redemption costs, including the mix of rewards redeemed. We continually evaluate our reserve methodology and assumptions based on developments in redemption patterns, cost per point redeemed and other factors. Changes in the ultimate redemption rate and weighted-average cost per point redeemed have the effect of either increasing or decreasing the reserve through the current period provision by an amount estimated to cover the cost of all points previously earned but not yet redeemed by loyalty program members as of the end of the reporting period.

Historically, the cost was recognized in selling, general and administrative expenses and the associated liability was included in accrued liabilities. However, in the fourth quarter of 2013, we determined that the net cost of the rewards that will be issued and redeemed would be better presented as cost of sales. The cost of administering the loyalty program, including program administration fees, program communications and cost of loyalty cards, will continue to be recognized in selling, general and administrative expenses. The cost of free or discounted products recognized in cost of sales for the 52 weeks ended February 1, 2014 was \$18.2 million. The cost of free or discounted products for the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012 was \$31.2 million and \$37.8 million, respectively, all of which was recorded in selling, general and administrative expenses as discussed above. The reserve is released when loyalty program members redeem their respective points and the corresponding rewards are recorded to cost of goods sold in the period of redemption.

### ***Income Taxes***

Income tax expense includes federal, state, local and international income taxes. Income taxes are accounted for utilizing an asset and liability approach and deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the financial reporting basis and the tax basis of existing assets and liabilities using enacted tax rates. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. Valuation allowances are recorded to reduce deferred tax assets to the amount that will more likely than not be realized. In accordance with GAAP, we maintain liabilities for uncertain tax positions until examination of the tax year is completed by the applicable taxing authority, available review periods expire or additional facts and circumstances cause us to change our assessment of the appropriate accrual amount (see Note 13).

We plan on permanently reinvesting our undistributed foreign earnings outside the United States. Where foreign earnings are permanently reinvested, no provision for federal income or foreign withholding taxes is made. Should we have undistributed foreign earnings that are not permanently reinvested, United States income tax expense and foreign withholding taxes will be provided for at the time the earnings are generated.

### ***Lease Accounting***

We lease retail stores, warehouse facilities, office space and equipment. These are generally leased under noncancelable agreements that expire at various dates through 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in some cases, percentage rentals and require us to pay all insurance, taxes and other maintenance costs. Leases with step rent provisions, escalation clauses or other lease concessions

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are accounted for on a straight-line basis over the lease term, which includes renewal option periods when we are reasonably assured of exercising the renewal options and includes “rent holidays” (periods in which we are not obligated to pay rent). Cash or lease incentives received upon entering into certain store leases (“tenant improvement allowances”) are recognized on a straight-line basis as a reduction to rent expense over the lease term, which includes renewal option periods when we are reasonably assured of exercising the renewal options. We record the unamortized portion of tenant improvement allowances as a part of deferred rent. We do not have leases with capital improvement funding. Percentage rentals are based on sales performance in excess of specified minimums at various stores and are accounted for in the period in which the amount of percentage rentals can be accurately estimated.

### ***Foreign Currency Translation***

We have determined that the functional currencies of our foreign subsidiaries are the subsidiaries’ local currencies. The assets and liabilities of the subsidiaries are translated at the applicable exchange rate as of the end of the balance sheet date and revenue and expenses are translated at an average rate over the period. Currency translation adjustments are recorded as a component of other comprehensive income. Transaction and derivative net gains (losses) are included in selling, general and administrative expenses and were \$3.3 million, \$2.5 million and \$(0.6) million for the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012, respectively. The foreign currency transaction gains and losses are primarily due to the decrease or increase in the value of the U.S. dollar compared to the functional currencies of the countries in which we operate internationally. The foreign currency transaction gains and (losses) are primarily due to fluctuations in the value of the U.S. dollar compared to the Australian dollar, Canadian dollar and euro.

We use forward exchange contracts, foreign currency options and cross-currency swaps (together, the “foreign currency contracts”) to manage currency risk primarily related to intercompany loans denominated in non-functional currencies and certain foreign currency assets and liabilities. These foreign currency contracts are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings effect of the re-measurement of related intercompany loans and foreign currency assets and liabilities (see Note 6).

### ***New Accounting Pronouncements***

In July 2013, the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update (“ASU”) related to the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The ASU requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as either a reduction to a deferred tax asset or separately as a liability depending on the existence, availability and/or use of an operating loss carryforward, a similar tax loss, or a tax credit carryforward. This ASU will be effective for us beginning the first quarter of 2014. We do not expect that this ASU will have an impact on our consolidated financial statements as we currently do not have any unrecognized tax benefits in the same jurisdictions in which we have tax loss or credit carryovers.

In March 2013, the FASB issued an ASU providing guidance with respect to the release of cumulative translation adjustments into net income when a parent company sells either a part or all of an investment in a foreign entity. The ASU requires the release of cumulative translation adjustments when a company no longer holds a controlling financial interest in a foreign subsidiary or a group of assets that constitutes a business within a foreign entity. This ASU will be effective for us beginning the first quarter of 2014. We are evaluating the effect of this ASU, but do not expect it to have a significant impact on our Consolidated Financial Statements.

In February 2013, the FASB issued an ASU related to the reporting and disclosure of amounts reclassified out of accumulated other comprehensive income by component. An entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income, but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU was effective for our annual and interim periods beginning in fiscal 2013. The ASU had no effect on our consolidated financial statements as we have a single component of other comprehensive income, currency translation adjustments, which is not reclassified to net income.



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### 2. Asset Impairments and Restructuring Charges

#### *Fiscal 2013*

We recognized impairment charges of \$9.0 million in fiscal 2013 related to our evaluation of store property, equipment and other assets in situations where the asset's carrying value was not expected to be recovered by its future cash flows over its remaining useful life. We used a discounted cash flow method to estimate the present value of net cash flows that the fixed asset or fixed asset group is expected to generate in determining its fair value. The key inputs to the discounted cash flow model generally included our forecasts of net cash generated from revenue, expenses and other significant cash outflows, such as capital expenditures, as well as an appropriate discount rate.

Additionally, we made a decision during the fourth quarter of fiscal 2013 to abandon our Spawn Labs business and related technology assets. As a result of this decision, we recorded impairment charges of \$2.1 million related to other intangible assets and \$7.4 million related to certain technology assets in connection with the exit of the Spawn Labs business, which are reflected in the asset impairments and restructuring charges line item in our consolidated statements of operations. Additionally, because we never integrated Spawn Labs into our United States Video Game Brands reporting unit, our decision to exit this business triggered an interim impairment test that resulted in a goodwill impairment charge of \$10.2 million, which is reflected in the goodwill impairments line item in our consolidated statements of operations.

A summary of our asset impairment charges, by reportable segment, for the 52 weeks ended February 1, 2014 is as follows:

	United States Video Game Brands	Europe Video Game Brands	Total
	(In millions)		
Goodwill impairments	\$ 10.2	\$ —	\$ 10.2
Impairment of intangible assets	2.1	—	2.1
Impairment of technology assets	7.4	—	7.4
Impairments of property, equipment and other assets - store impairments	4.3	4.7	9.0
<b>Total</b>	<b>\$ 24.0</b>	<b>\$ 4.7</b>	<b>\$ 28.7</b>

There were no restructuring charges for the 52 weeks ended February 1, 2014, and we did not have any amounts accrued for termination benefits as of February 1, 2014. An immaterial amount of termination benefits related to our restructuring initiatives was recorded within accrued liabilities in our consolidated balance sheet as of February 2, 2013, all of which was paid during fiscal 2013.

#### *Fiscal 2012*

During the third quarter of fiscal 2012, we recorded a \$44.9 million impairment charge as a result of our interim impairment test of our Micromania trade name, which is described more fully in Note 9. The fair value of the Micromania trade name was calculated using a relief-from-royalty approach, which assumes the fair value of the trade name is the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the trade name and instead licensed the trade name from another company.

In fiscal 2012, we also recorded impairments of finite-lived assets of \$8.8 million consisting primarily of the remaining net book value of assets for stores we are in the process of closing or that we have determined will not have sufficient cash flow on an undiscounted basis to cover the remaining net book value of assets recorded for that store.

A summary of our asset impairment charges, by reportable segment, for the 53 weeks ended February 2, 2013 is as follows:

	United States Video Game Brands	Canada Video Game Brands	Australia Video Game Brands	Europe Video Game Brands	Total
	(In millions)				
Goodwill impairments	\$ —	\$ 100.3	\$ 107.1	\$ 419.6	\$ 627.0
Impairment of intangible assets	—	—	—	44.9	44.9
Impairments of property, equipment and other assets - store impairments	5.7	0.4	0.2	2.5	8.8
<b>Total</b>	<b>\$ 5.7</b>	<b>\$ 100.7</b>	<b>\$ 107.3</b>	<b>\$ 467.0</b>	<b>\$ 680.7</b>

There were no restructuring charges during the fiscal year ended February 2, 2013.

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### *Fiscal 2011*

In the fourth quarter of fiscal 2011, we recorded total asset impairments and restructuring charges of \$81.2 million, of which \$37.8 million was recorded as a result of the annual impairment test of our Micromania trade name. The fair value of the Micromania trade name was calculated using a relief-from-royalty approach. See Note 9 for further information regarding the trade name impairment. In addition, \$22.7 million was recorded related to the impairment of investments in non-core businesses, primarily a small retail movie chain of stores owned by us until fiscal 2011. We also incurred restructuring charges in the fourth quarter of fiscal 2011 related to the exit of certain markets in Europe and the closure of underperforming stores in the international segments, as well as the consolidation of European home office sites and back-office functions. These restructuring charges were a result of our management's plan to rationalize the international store base and improve profitability. In addition, we recognized impairment charges related to our evaluation of store property, equipment and other assets in situations where the asset's carrying value was not expected to be recovered by its future cash flows over its remaining useful life.

A summary of our asset impairments and restructuring charges, by reportable segment, for the 52 weeks ended January 28, 2012 is as follows:

	United States Video Game Brands	Canada Video Game Brands	Australia Video Game Brands	Europe Video Game Brands	Total
(In millions)					
Impairment of intangible assets	\$ —	\$ —	\$ —	\$ 37.8	\$ 37.8
Impairment of investments in non-core businesses	22.7	—	—	—	22.7
Impairments of property, equipment and other assets - store impairments	3.2	1.1	0.5	6.4	11.2
Termination benefits	3.0	0.2	—	2.4	5.6
Facility closure and other costs	—	—	0.1	3.8	3.9
<b>Total</b>	<b>\$ 28.9</b>	<b>\$ 1.3</b>	<b>\$ 0.6</b>	<b>\$ 50.4</b>	<b>\$ 81.2</b>

### 3. Acquisitions

#### *Fiscal 2013 Acquisition Activity*

*Simply Mac* -- In October 2012, we acquired a minority equity ownership interest in Simply Mac, which operates Apple specialist retail stores in Utah and Wyoming. The original equity investment was structured with an option whereby we could acquire the remaining ownership interest in Simply Mac's equity for a pre-negotiated price at a future point in time. Pursuant to this arrangement, in November 2013, we acquired the remaining 50.1% interest in Simply Mac for a purchase price of \$9.5 million.

*Spring Mobile* -- In November 2013, we purchased Spring Communications, Inc. ("Spring Mobile"), a wireless retailer, for a purchase price of \$62.6 million. As shown in the table below, the liabilities assumed in the acquisition included \$34.5 million in term loans and a line of credit, of which \$31.9 million, including interest, was repaid shortly after the acquisition date.

A summary of the fair values of the assets acquired and liabilities assumed in connection with the Spring Mobile acquisition is included in the table below. We determined the fair values based, in part, on a third-party valuation of the net assets acquired, which includes identifiable intangible assets of \$39.6 million.

<b>Assets acquired</b>	
Current assets	\$ 19.0
Property and equipment	8.5
Identifiable intangible assets	39.6
Goodwill	50.2
<b>Liabilities assumed</b>	
Current liabilities, excluding current portion of debt	(11.4)
Debt obligations, including current portion	(34.5)
Other long-term liabilities	(8.8)
<b>Total purchase price</b>	<b>\$ 62.6</b>

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The excess of the net purchase price over the fair value of the net identifiable assets acquired of \$50.2 million was recorded as goodwill as illustrated in the table above. The goodwill, which is not deductible for tax purposes, represents a value attributable to the position Spring Mobile holds as a top reseller of AT&T and its position in the marketplace which affords it the ability to acquire smaller retailers and grow its retail network. As of February 1, 2014, we had not completed the final fair value assignments and continue to analyze certain matters primarily related to the valuation of intangible assets.

In connection with our acquisition of Spring Mobile, we assumed a promissory note that Spring Mobile had previously entered into related to its prior purchase of certain wireless stores. The promissory note has a remaining term of approximately two years and had a carrying value of \$4.0 million at February 1, 2014.

During the fourth quarter of 2014, Spring Mobile acquired four immaterial AT&T distributors for total consideration of \$7.6 million.

We believe that Simply Mac and Spring Mobile represent important strategic growth opportunities for us within the specialty retail marketplace and also provide avenues for diversification relative to our core operations in the video game retail marketplace. The operating results of Simply Mac and Spring Mobile have been included in our consolidated financial statements beginning on the respective closing dates of each acquisition and are reported in our Technology Brands segment. The pro forma effect assuming these acquisitions were made at the beginning of each fiscal year presented herein is not material to our consolidated financial statements.

### ***Acquisition Activity in Fiscal 2012 and Fiscal 2011***

During fiscal 2012, we completed acquisitions with a total consideration of \$1.5 million, with the excess of the purchase price over the net identifiable assets acquired, in the amount of \$1.5 million recorded as goodwill. During fiscal 2011, we completed acquisitions with a total consideration of \$30.1 million, with the excess of the purchase price over the net identifiable assets acquired, in the amount of \$26.9 million, recorded as goodwill. We included the results of operations of the acquisitions, which were not material, in the financial statements beginning on the closing date of each respective acquisition. The pro forma effect assuming these acquisitions were made at the beginning of each fiscal year is not material to our consolidated financial statements. Note 9 provides additional information concerning goodwill and intangible assets.

## **4. Vendor Arrangements**

We and approximately 45 of our vendors participate in cooperative advertising programs and other vendor marketing programs in which the vendors provide us with cash consideration in exchange for marketing and advertising the vendors' products. Our accounting for cooperative advertising arrangements and other vendor marketing programs results in a significant portion of the consideration received from our vendors reducing the product costs in inventory rather than as an offset to our marketing and advertising costs. The consideration serving as a reduction in inventory is recognized in cost of sales as inventory is sold. The amount of vendor allowances to be recorded as a reduction of inventory was determined based on the nature of the consideration received and the merchandise inventory to which the consideration relates. We apply a sell through rate to determine the timing in which the consideration should be recognized in cost of sales. Consideration received that relates to video game products that have not yet been released to the public is deferred.

The cooperative advertising programs and other vendor marketing programs generally cover a period from a few days up to a few weeks and include items such as product catalog advertising, in-store display promotions, Internet advertising, co-op print advertising and other programs. The allowance for each event is negotiated with the vendor and requires specific performance by us to be earned.

For fiscal 2013, we reclassified certain costs from selling, general and administrative expenses to cost of sales related to cash consideration received from our vendors to align those funds with the specific products we sell. Vendor allowances of \$221.0 million were recorded as a reduction of cost of sales for the 52 week period ended February 1, 2014. For the 53 week period ended February 2, 2013 and the 52 week period ended January 28, 2012, vendor allowances recorded as a reduction of costs of sales and selling, general and administrative expenses, were \$134.8 million and \$90.4 million and \$99.0 million and \$120.9 million, respectively.

## **5. Computation of Net Income (Loss) per Common Share**

Basic net income (loss) per common share is computed by dividing the net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net income per common share is

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computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding and potentially dilutive securities outstanding during the period. Potentially dilutive securities include stock options and unvested restricted stock outstanding during the period, using the treasury stock method. Potentially dilutive securities are excluded from the computations of diluted earnings per share if their effect would be antidilutive. A reconciliation of shares used in calculating basic and diluted net income (loss) per common share is as follows:

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
(In millions, except per share data)			
Net income (loss) attributable to GameStop Corp.	\$ 354.2	\$ (269.7)	\$ 339.9
Weighted average common shares outstanding	117.2	126.4	139.9
Dilutive effect of options and restricted shares on common stock	1.2	—	1.1
Common shares and dilutive potential common shares	118.4	126.4	141.0
Net income (loss) per common share:			
Basic	\$ 3.02	\$ (2.13)	\$ 2.43
Diluted	\$ 2.99	\$ (2.13)	\$ 2.41

The weighted average outstanding shares of Class A Common Stock for basic and diluted net loss per common share during the 53 weeks ended February 2, 2013 were the same as we incurred a net loss from continuing operations during that period and any effect on loss per share would have been antidilutive.

The following table contains information on share-based awards of Class A Common Stock which were excluded from the computation of diluted earnings per share because their effects were antidilutive:

	Anti- Dilutive Shares
	(In millions)
52 Weeks Ended February 1, 2014	1.5
53 Weeks Ended February 2, 2013	3.3
52 Weeks Ended January 28, 2012	2.5

## 6. Fair Value Measurements and Financial Instruments

### *Recurring Fair Value Measurements and Derivative Financial Instruments*

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value accounting guidance applies to our foreign currency contracts, life insurance policies we own that have a cash surrender value and certain nonqualified deferred compensation liabilities that are measured at fair value on a recurring basis in periods subsequent to initial recognition.

Fair value accounting guidance requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

We value our foreign currency contracts, our life insurance policies with cash surrender values and certain nonqualified deferred compensation liabilities based on Level 2 inputs using quotations provided by major market news services, such as *Bloomberg* and *The Wall Street Journal*, and industry-standard models that consider various assumptions, including quoted forward prices, time value, volatility factors, and contractual prices for the underlying instruments, as well as other relevant economic measures. When appropriate, valuations are adjusted to reflect credit considerations, generally based on available market evidence.

The following table provides the fair value of our assets and liabilities measured on a recurring basis and recorded on our consolidated balance sheets (in millions):

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	February 1, 2014 Level 2	February 2, 2013 Level 2
<b>Assets</b>		
Foreign currency contracts		
Other current assets	\$ 0.9	\$ 7.3
Other noncurrent assets	0.5	0.9
Life insurance policies we own <sup>1</sup>	7.1	3.5
Total assets	<u>\$ 8.5</u>	<u>\$ 11.7</u>
<b>Liabilities</b>		
Foreign currency contracts		
Accrued liabilities	\$ 21.3	\$ 9.1
Other long-term liabilities	2.2	4.4
Nonqualified deferred compensation <sup>2</sup>	1.1	0.9
Total liabilities	<u>\$ 24.6</u>	<u>\$ 14.4</u>

1 Recognized in other non-current assets in our consolidated balance sheets.

2 Recognized in accrued liabilities in our consolidated balance sheets.

We use foreign currency contracts, including forward exchange contracts, foreign currency options and cross-currency swaps, to manage currency risk primarily related to intercompany loans denominated in non-functional currencies and certain foreign currency assets and liabilities. These foreign currency contracts are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings effect of the re-measurement of related intercompany loans and foreign currency assets and liabilities. The total gross notional value of derivatives related to our foreign currency contracts was \$640.6 million and \$669.9 million as of February 1, 2014 and February 2, 2013, respectively.

Activity related to the trading of derivative instruments and the offsetting impact of related intercompany loans and foreign currency assets and liabilities recognized in selling, general and administrative expense is as follows (in millions):

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
Gains (losses) on the changes in fair value of derivative instruments	\$ (20.3)	\$ (19.8)	\$ 13.5
Gains (losses) on the re-measurement of related intercompany loans and foreign currency assets and liabilities	23.6	22.3	(14.1)
Total	<u>\$ 3.3</u>	<u>\$ 2.5</u>	<u>\$ (0.6)</u>

We do not use derivative financial instruments for trading or speculative purposes. We are exposed to counterparty credit risk on all of our derivative financial instruments and cash equivalent investments. We manage counterparty risk according to the guidelines and controls established under comprehensive risk management and investment policies. We continuously monitor our counterparty credit risk and utilize a number of different counterparties to minimize our exposure to potential defaults. We do not require collateral under derivative or investment agreements.

### ***Nonrecurring Fair Value Measurements***

In addition to assets and liabilities that are recorded at fair value on a recurring basis, we recorded certain assets and liabilities at fair value on a nonrecurring basis as required by GAAP. Assets and liabilities that are measured at fair value on a nonrecurring basis related primarily to our tangible property and equipment, goodwill and other intangible assets.

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During fiscal 2013, we recorded a \$28.7 million impairment charge related to assets measured at fair value on a nonrecurring basis, comprised of \$16.4 million of property and equipment impairments, \$10.2 million of goodwill impairments and \$2.1 million of other intangible asset impairments. During fiscal 2012, we recorded a \$680.7 million impairment charge related to assets measured at fair value on a nonrecurring basis, comprised of \$ 627 million of goodwill impairments, \$44.9 million of trade name impairment and \$8.8 million of property and equipment impairments. When recognizing an impairment charge, the carrying value of the asset is reduced to fair value and the difference is recorded within operating earnings in our consolidated statements of operations. The fair value measurements included in the goodwill, trade name and property and equipment impairments were primarily based on significant unobservable inputs (Level 3) developed using company-specific information. See Note 9 for further information associated with the goodwill and trade name impairments and Note 2 for further information associated with the property and equipment impairments.

Additionally, we recorded the fair value of net assets acquired and liabilities assumed in connection with the Spring Mobile and Simply Mac acquisitions in the fourth quarter of 2013. The fair value measurements were primarily based on significant unobservable inputs (Level 3) developed using company-specific information. See Note 3 for further information associated with the values recorded in the acquisitions.

### **Other Fair Value Disclosures**

The carrying value of financial instruments such as cash and cash equivalents, receivables, net and accounts payable approximates their fair value, except for differences with respect to our senior notes that were outstanding until December 2011. As of January 28, 2012, there were no senior notes payable.

### **7. Receivables, Net**

Receivables consist primarily of bankcard receivables and other receivables. Other receivables include receivables from *Game Informer* magazine advertising customers, receivables from landlords for tenant allowances and receivables from vendors for merchandise returns, vendor marketing allowances and various other programs. An allowance for doubtful accounts has been recorded to reduce receivables to an amount expected to be collectible. Receivables consisted of the following (in millions):

	February 1, 2014	February 2, 2013
Bankcard receivables	\$ 42.6	\$ 35.9
Other receivables	45.5	40.0
Allowance for doubtful accounts	(3.7)	(2.3)
Total receivables, net	<u>\$ 84.4</u>	<u>\$ 73.6</u>

### **8. Accrued Liabilities**

Accrued liabilities consisted of the following (in millions):

	February 1, 2014	February 2, 2013
Customer liabilities	\$ 368.8	\$ 362.8
Deferred revenue	118.1	93.5
Employee benefits, compensation and related taxes	145.3	129.8
Other taxes	53.5	60.5
Other accrued liabilities	176.0	92.3
Total accrued liabilities	<u>\$ 861.7</u>	<u>\$ 738.9</u>

### **9. Goodwill and Intangible Assets**

#### **Goodwill**

The changes in the carrying amount of goodwill, by reportable segment, for the 53 weeks ended February 2, 2013 and the 52 weeks ended February 1, 2014 were as follows:

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	United States	Canada	Australia	Europe	Technology Brands	Total
	(In millions)					
Balance at January 28, 2012	\$ 1,152.0	\$ 137.4	\$ 210.0	\$ 519.6	\$ —	\$ 2,019.0
Acquisitions (Note 3)	1.5	—	—	—	—	1.5
Impairment	—	(100.3)	(107.1)	(419.6)	—	(627.0)
Foreign currency translation adjustment	—	0.6	(6.3)	(4.7)	—	(10.4)
Balance at February 2, 2013	1,153.5	37.7	96.6	95.3	—	1,383.1
Acquisitions (Note 3)	—	—	—	—	62.1	62.1
Impairment	(10.2)	—	—	—	—	(10.2)
Foreign currency translation adjustment	—	(3.9)	(15.3)	(1.1)	—	(20.3)
Balance at February 1, 2014	\$ 1,143.3	\$ 33.8	\$ 81.3	\$ 94.2	\$ 62.1	\$ 1,414.7

Goodwill represents the excess purchase price over tangible net assets and identifiable intangible assets acquired. Our management is required to evaluate goodwill and other intangible assets not subject to amortization for impairment at least annually. This annual test is completed at the beginning of the fourth quarter of each fiscal year or when circumstances indicate the carrying value of the goodwill or other intangible assets might be impaired. Goodwill has been assigned to reporting units for the purpose of impairment testing. We have five operating segments, including Video Game Brands in the United States, Australia, Canada and Europe, and Technology Brands in the United States, which also define our reporting units based upon the similar economic characteristics of operations within each segment, including the nature of products, product distribution and the type of customer and separate management within those regions.

We estimate the fair value of each reporting unit based on the discounted cash flows of each reporting unit. We use a two-step process to measure goodwill impairment. If the fair value of the reporting unit is higher than its carrying value, then goodwill is not impaired. If the carrying value of the reporting unit is higher than the fair value, then the second step of the goodwill impairment test is needed. The second step compares the implied fair value of the reporting unit's goodwill with its carrying amount. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value, then an impairment loss is recognized in the amount of the excess.

During the third quarter of fiscal 2012, our management determined that sufficient indicators of potential impairment existed to require an interim goodwill impairment test. These indicators included the recent trading prices of our Class A Common Stock and the decrease in our market capitalization below the total amount of stockholders' equity on our consolidated balance sheet.

To perform step one of the interim goodwill impairment test, we utilized a discounted cash flow method to determine the fair value of reporting units. Our management was required to make significant judgments based on our projected annual business plans, long-term business strategies, comparable store sales, store count, gross margins, operating expenses, working capital needs, capital expenditures and long-term growth rates, all considered in light of current and anticipated economic factors. Discount rates used in the analysis reflect a hypothetical market participant's weighted average cost of capital, current market rates and the risks associated with the projected cash flows. Terminal growth rates were based on long-term growth rate potential and a long-term inflation forecast. Given the significant decline in our market capitalization during the second quarter of fiscal 2012, we increased the discount rates for each of our reporting units from those used in step one of our fiscal 2011 annual goodwill impairment test to better reflect the market participant's perceived risk associated with the projected cash flows, which had the effect of decreasing the fair value of each of the reporting units. We also updated its estimated cash flows from those used in step one of the fiscal 2011 annual goodwill impairment test to reflect the most recent strategic forecast, which resulted in, among other things, a decrease in the projected growth rates in store count and modifications to the projected growth rates in same-store sales.

Upon completion of step one of the interim goodwill impairment test, our management determined that the fair values of its Australia, Canada and Europe reporting units were below their carrying values and, as a result, conducted step two of the interim goodwill impairment test to determine the implied fair value of goodwill for the Australia, Canada and Europe reporting units. The calculated fair value of the United States reporting unit significantly exceeded its carrying value. Therefore, step two of the interim goodwill impairment test was not required for the United States reporting unit.

The implied fair value of goodwill is determined in step two of the goodwill impairment test by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation used in a business combination and the residual fair value after this allocation is the implied fair value of the reporting unit's goodwill. In the process of conducting the second step of the goodwill impairment test, we identified intangible assets consisting of trade names in our Australia, Canada and Europe reporting

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units. Additionally, we identified hypothetical unrecognized fair value changes to merchandise inventories, property and equipment, unfavorable leasehold interests and deferred income taxes. The combination of these hypothetical unrecognized intangible assets and other hypothetical unrecognized fair value changes to the carrying values of other assets and liabilities, together with the lower reporting unit fair values calculated in step one, resulted in an implied fair value of goodwill below the carrying value of goodwill for the Australia, Canada and Europe reporting units. Accordingly, we recorded non-cash, non-tax deductible goodwill impairments for the third quarter of fiscal 2012 of \$107.1 million, \$100.3 million and \$419.6 million in our Australia, Canada and Europe reporting units, respectively, to reduce the carrying value of goodwill.

There were no impairments to goodwill prior to the \$627 million charge recorded in fiscal 2012, with the exception of a \$3.3 million charge recorded in fiscal 2011 related to the exit of non-core operations. During fiscal 2013, \$10.2 million of goodwill was expensed in the United States segment as a result of the exiting of an immaterial non-core business. Cumulative goodwill impairment losses were \$640.5 million as of February 1, 2014, of which \$13.5 million, \$100.3 million, \$107.1 million and \$419.6 million were attributable to our United States, Canada, Australia and Europe reporting units, respectively.

### **Intangible Assets**

Intangible assets, primarily from the EB merger and Micromania acquisition, consist of internally developed software, amounts attributed to favorable leasehold interests and advertiser relationships which are included in other intangible assets in the consolidated balance sheet. The trade names acquired, primarily Micromania, have been determined to be indefinite-lived intangible assets and are therefore not subject to amortization. The total weighted-average amortization period for the remaining intangible assets, excluding goodwill, is approximately six years. The intangible assets are being amortized based upon the pattern in which the economic benefits of the intangible assets are being utilized, with no expected residual value.

As a result of the impairment indicators described in the discussion above of the interim goodwill impairment test, during the third quarter of fiscal 2012, we also tested our long-lived assets for impairment and concluded that our Micromania trade name was impaired. As a result of the interim impairment test, we recorded a \$44.9 million impairment charge of our Micromania trade name for the third quarter of fiscal 2012. For fiscal 2011, we recorded a \$37.8 million charge as a result of our annual impairment test of our Micromania trade name. There were no trade name impairments recorded as a result of the fiscal 2013 annual impairment test. For each impairment test, the fair value of our Micromania trade name was calculated using a relief-from-royalty approach, which assumes the fair value of the trade name is the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the trade name and instead licensed the trade name from another company. The basis for future cash flow projections is internal revenue forecasts, which we believe represent reasonable market participant assumptions, to which the selected royalty rate is applied. These future cash flows are discounted using the applicable discount rate, as well as any potential risk premium to reflect the inherent risk of holding a standalone intangible asset. The discount rate used in the analysis reflects a hypothetical market participant's weighted average cost of capital, current market rates and the risks associated with the projected cash flows.

The gross carrying amount and accumulated amortization of our intangible assets other than goodwill as of February 1, 2014 and February 2, 2013 were as follows (in millions):

	As of February 1, 2014			As of February 2, 2013		
	Gross Carrying Amount(1)	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets with indefinite lives:						
Trade names	\$ 54.2	\$ —	\$ 54.2	\$ 54.8	\$ —	\$ 54.8
Dealer agreement	57.2	—	57.2	—	—	—
Intangible assets with finite lives:						
Key money	113.6	(44.4)	69.2	115.9	(39.1)	76.8
Other	40.9	(27.2)	13.7	42.2	(20.4)	21.8
Total	<u>\$ 265.9</u>	<u>\$ (71.6)</u>	<u>\$ 194.3</u>	<u>\$ 212.9</u>	<u>\$ (59.5)</u>	<u>\$ 153.4</u>

(1) The majority of the change in the gross carrying amount of intangible assets is due to business acquisitions (Note 3).

Intangible asset amortization expense for the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012 was \$14.0 million, \$14.3 million and \$17.8 million, respectively.



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The estimated aggregate intangible asset amortization expense for the next five fiscal years is as follows (in millions):

<b>Fiscal Year Ending on or around January 31,</b>	<b>Projected Amortization Expense</b>
2015	\$ 12.5
2016	11.9
2017	9.8
2018	9.0
2019	8.6
	<u>\$ 51.8</u>

### **10. Debt**

On January 4, 2011, we entered into a \$400 million credit agreement (the “Revolver”), which amended and restated our prior credit agreement entered into in October 2005 (the “Credit Agreement”). The Revolver provides for a five-year, \$400 million asset-based facility, including a \$50 million letter of credit sublimit, secured by substantially all of our assets and the assets of our domestic subsidiaries. We have the ability to increase the facility, which matures in January 2016, by \$150 million under certain circumstances. The extension of the Revolver to January 2016 reduces our exposure to potential tightening or other adverse changes in the credit markets.

The availability under the Revolver is limited to a borrowing base which allows us to borrow up to 90% of the appraisal value of the inventory, in each case plus 90% of eligible credit card receivables, net of certain reserves. Letters of credit reduce the amount available to borrow by their face value. Our ability to pay cash dividends, redeem options and repurchase shares is generally permitted, except under certain circumstances, including if Revolver excess availability is less than 20%, or is projected to be within 12 months after such payment. In addition, if Revolver usage is projected to be equal to or greater than 25% of total commitments during the prospective 12-month period, we are subject to meeting a fixed charge coverage ratio of 1.1:1.0 prior to making such payments. In the event that excess availability under the Revolver is at any time less than the greater of (1) \$40 million or (2) 12.5% of the lesser of the total commitment or the borrowing base, we will be subject to a fixed charge coverage ratio covenant of 1.1:1.0.

The Revolver places certain restrictions on us and our subsidiaries, including limitations on asset sales, additional liens, investments, loans, guarantees, acquisitions and the incurrence of additional indebtedness. Absent consent from our lenders, we may not incur more than \$750 million of additional unsecured indebtedness to be limited to \$250 million in general unsecured obligations and \$500 million in unsecured obligations to finance acquisitions valued at \$500 million or more. The per annum interest rate under the Revolver is variable and is calculated by applying a margin (1) for prime rate loans of 1.25% to 1.5% above the highest of (a) the prime rate of the administrative agent, (b) the federal funds effective rate plus 0.50% or (c) the London Interbank Offered (“LIBO”) rate for a 30-day interest period as determined on such day plus 1.00%, and (2) for LIBO rate loans of 2.25% to 2.50% above the LIBO rate. The applicable margin is determined quarterly as a function of our average daily excess availability under the facility. In addition, we are required to pay a commitment fee of 0.375% or 0.50%, depending on facility usage, for any unused portion of the total commitment under the Revolver. As of February 1, 2014, the applicable margin was 1.25% for prime rate loans and 2.25% for LIBO rate loans, while the required commitment fee was 0.50% for the unused portion of the Revolver.

The Revolver provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, failure to comply with covenants, any material representation or warranty made us or the borrowers proving to be false in any material respect, certain bankruptcy, insolvency or receivership events affecting us or our subsidiaries, defaults relating to certain other indebtedness, imposition of certain judgments and our mergers or liquidation or mergers or the liquidation of certain of our subsidiaries. During fiscal 2013, we borrowed and repaid \$130.0 million under the Revolver. During fiscal 2012 and fiscal 2011, we borrowed and repaid \$81.0 million and \$35.0 million, respectively, under the Revolver. Average borrowings under the Revolver for the 52 weeks ended February 1, 2014 were \$14.2 million. Our average interest rate on those outstanding borrowings for the 52 weeks ended February 1, 2014 was 2.8%. As of February 1, 2014, total availability under the Revolver was \$391 million, there were no borrowings outstanding and letters of credit outstanding totaled \$9.0 million. We are currently in compliance with the requirements of the Revolver.

On March 25, 2014, we amended and restated our revolving credit facility. The terms of the agreement were modified to extend the maturity date for the revolving credit facility to March 25, 2019, to increase the expansion feature under the facility from \$150 million to \$200 million, subject to certain conditions, and to amend certain other terms, including a reduction in the

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fee we are required to pay on the unused portion of the total commitment amount. The five-year, asset-based revolving credit facility has a total commitment amount of \$400 million, which is subject to a monthly borrowing base calculation, and is available for the issuance of letters of credit of up to \$50 million. The facility is secured by substantially all of our assets and the assets of our domestic subsidiaries. We believe the extension of the maturity date of the revolving credit facility to March 2019 helps to limit our exposure to potential tightening or other adverse changes in the credit markets.

In September 2007, our Luxembourg subsidiary entered into a discretionary \$20.0 million Uncommitted Line of Credit (the "Line of Credit") with Bank of America. There is no term associated with the Line of Credit and Bank of America may withdraw the facility at any time without notice. The Line of Credit is available to our foreign subsidiaries for use primarily as a bank overdraft facility for short-term liquidity needs and for the issuance of bank guarantees and letters of credit to support operations. As of February 1, 2014, there were no cash overdrafts outstanding under the Line of Credit and bank guarantees outstanding totaled \$4.3 million.

### 11. Leases

We lease retail stores, warehouse facilities, office space and equipment. These are generally leased under noncancelable agreements that expire at various dates through 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in some cases, percentage rentals and require us to pay all insurance, taxes and other maintenance costs. Leases with step rent provisions, escalation clauses or other lease concessions are accounted for on a straight-line basis over the lease term, which includes renewal option periods when we are reasonably assured of exercising the renewal options and includes "rent holidays" (periods in which we are not obligated to pay rent). Cash or lease incentives received upon entering into certain store leases ("tenant improvement allowances") are recognized on a straight-line basis as a reduction to rent expense over the lease term, which includes renewal option periods when we are reasonably assured of exercising the renewal options. We record the unamortized portion of tenant improvement allowances as a part of deferred rent. We do not have leases with capital improvement funding. Percentage rentals are based on sales performance in excess of specified minimums at various stores and are accounted for in the period in which the amount of percentage rentals can be accurately estimated.

Approximate rental expenses under operating leases were as follows:

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
	(In millions)		
Minimum	\$ 381.6	\$ 385.4	\$ 386.9
Percentage rentals	9.4	9.3	12.3
	<u>\$ 391.0</u>	<u>\$ 394.7</u>	<u>\$ 399.2</u>

Future minimum annual rentals, excluding percentage rentals, required under leases that had initial, noncancelable lease terms greater than one year, as of February 1, 2014, are approximately:

Fiscal Year Ending on or around January 31,	Amount
	(In millions)
2015	\$ 332.5
2016	243.2
2017	162.6
2018	103.3
2019	67.8
Thereafter	130.0
	<u>\$ 1,039.4</u>

### 12. Commitments and Contingencies

#### Commitments

We had bank guarantees relating primarily to international store leases totaling \$18.7 million as of February 1, 2014 and \$21 million as of February 2, 2013.

See Note 11 for information regarding commitments related to our noncancelable operating leases.

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**Contingencies**

In the ordinary course of our business, we are, from time to time, subject to various legal proceedings, including matters involving wage and hour employee class actions and consumer class actions. We may enter into discussions regarding settlement of these and other types of lawsuits, and may enter into settlement agreements, if we believe settlement is in the best interest of our stockholders. We do not believe that any such existing legal proceedings or settlements, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or liquidity.

**13. Income Taxes**

The provision for income tax consisted of the following:

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
(In millions)			
Current tax expense:			
Federal	\$ 158.2	\$ 229.6	\$ 193.5
State	24.5	24.1	20.9
Foreign	34.6	29.4	21.4
	<u>217.3</u>	<u>283.1</u>	<u>235.8</u>
Deferred tax expense (benefit):			
Federal	(1.9)	(46.3)	(10.2)
State	(0.1)	(3.5)	(0.2)
Foreign	(0.7)	(8.4)	(14.8)
	<u>(2.7)</u>	<u>(58.2)</u>	<u>(25.2)</u>
Total income tax expense	<u>\$ 214.6</u>	<u>\$ 224.9</u>	<u>\$ 210.6</u>

The components of earnings (loss) before income tax expense consisted of the following:

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
(In millions)			
United States	\$ 491.6	\$ 547.2	\$ 551.9
International	77.2	(592.1)	(2.8)
Total	<u>\$ 568.8</u>	<u>\$ (44.9)</u>	<u>\$ 549.1</u>

The difference in income tax provided and the amounts determined by applying the statutory rate to earnings (loss) before income taxes resulted from the following:

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
Federal statutory tax rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal benefit	1.9	(27.7)	2.6
Foreign income taxes	(0.5)	5.6	1.3
Nondeductible goodwill impairments	0.6	(488.6)	—
Change in valuation allowance	—	(22.5)	0.1
Subpart F income	4.8	(61.4)	4.6
Interest income from hybrid securities	(5.8)	73.3	(6.1)
Other (including permanent differences) <sup>1</sup>	1.7	(14.6)	0.9
	<u>37.7 %</u>	<u>(500.9)%</u>	<u>38.4 %</u>

(1) Other is comprised of numerous items, none of which is greater than 1.75% of earnings before income taxes.

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Differences between financial accounting principles and tax laws cause differences between the bases of certain assets and liabilities for financial reporting purposes and tax purposes. The tax effects of these differences, to the extent they are temporary, are recorded as deferred tax assets and liabilities and consisted of the following components (in millions):

	February 1, 2014	February 2, 2013
Deferred tax asset:		
Inventory obsolescence reserve	\$ 18.8	\$ 23.6
Deferred rents	12.4	13.6
Stock-based compensation	26.4	25.3
Net operating losses	16.8	15.0
Customer liabilities	31.9	38.1
Property and equipment	21.9	9.3
Foreign tax credit carryover	1.4	—
Other	9.4	11.1
Total deferred tax assets	139.0	136.0
Valuation allowance	(13.3)	(13.5)
Total deferred tax assets, net	125.7	122.5
Deferred tax liabilities:		
Goodwill	(80.3)	(55.0)
Prepaid expenses	(4.9)	(6.6)
Acquired intangible assets	(20.6)	(24.6)
Other	(5.6)	(6.1)
Total deferred tax liabilities	(111.4)	(92.3)
Net	\$ 14.3	\$ 30.2
Consolidated financial statements:		
Deferred income tax assets — current	\$ 51.7	\$ 61.7
Deferred income tax liabilities — noncurrent	\$ (37.4)	\$ (31.5)

In addition, the valuation allowance for deferred tax assets as of the fiscal year ended January 28, 2012 was \$3.4 million.

We file income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Internal Revenue Service (“IRS”) is currently examining our U.S. income tax returns for the fiscal years ended February 2, 2013, January 28, 2012, January 29, 2011, January 30, 2010 and January 31, 2009. We do not anticipate any adjustments that would result in a material impact on our consolidated financial statements as a result of these audits. We are no longer subject to U.S. federal income tax examination for years before and including the fiscal year ended February 2, 2008.

With respect to state and local jurisdictions and countries outside of the United States, we and our subsidiaries are typically subject to examination for three to six years after the income tax returns have been filed. Although the outcome of tax audits is always uncertain, we believe that adequate amounts of tax, interest and penalties have been provided for in the accompanying consolidated financial statements for any adjustments that might be incurred due to state, local or foreign audits.

As of February 1, 2014, the gross amount of unrecognized tax benefits was approximately \$20.6 million. If we were to prevail on all uncertain tax positions, the net effect would be a benefit to our effective tax rate of approximately \$18.5 million, exclusive of any benefits related to interest and penalties.

A reconciliation of the changes in the gross balances of unrecognized tax benefits follows (in millions):

	February 1, 2014	February 2, 2013	January 28, 2012
Beginning balance of unrecognized tax benefits	\$ 28.7	\$ 25.4	\$ 24.9
Increases related to current period tax positions	0.5	0.5	—
Increases related to prior period tax positions	16.6	6.3	9.9
Reductions as a result of a lapse of the applicable statute of limitations	(1.9)	(3.2)	(2.0)
Reductions as a result of settlements with taxing authorities	(23.3)	(0.3)	(7.4)
Ending balance of unrecognized tax benefits	\$ 20.6	\$ 28.7	\$ 25.4

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We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense. As of February 1, 2014, February 2, 2013 and January 28, 2012, we had approximately \$6.1 million, \$5.4 million and \$3.2 million, respectively, in interest and penalties related to unrecognized tax benefits accrued, of which approximately \$1.6 million of expense, \$2.3 million of benefit and \$2.7 million of benefit were recognized through income tax expense in the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012, respectively. If we were to prevail on all uncertain tax positions, the reversal of these accruals would also be a benefit to our effective tax rate.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of our unrecognized tax positions could significantly increase or decrease within the next 12 months as a result of settling ongoing audits. However, as audit outcomes and the timing of audit resolutions are subject to significant uncertainty, and given the nature and complexity of the issues involved, we are unable to reasonably estimate the possible amount of change in the unrecognized tax benefits, if any, that may occur within the next 12 months as a result of ongoing examinations. Nevertheless, we believe we are adequately reserved for our uncertain tax positions as of February 1, 2014.

Deferred income taxes have not been provided for on the approximately \$542.1 million of undistributed earnings generated by certain foreign subsidiaries as of February 1, 2014 because we intend to permanently reinvest such earnings outside the United States. We do not currently require, nor do we have plans for, the repatriation of retained earnings from these subsidiaries. However, in the future, if we determine it is necessary to repatriate these funds, or we sell or liquidate any of these subsidiaries, we may be required to provide for income taxes on the repatriation. We may also be required to withhold foreign taxes depending on the foreign jurisdiction from which the funds are repatriated. The effective rate of tax on such repatriations may materially differ from the federal statutory tax rate, thereby having a material impact on tax expense in the year of repatriation; however, we cannot reasonably estimate the amount of such a tax event.

### **14. Stock Incentive Plan**

Effective June 2013, our stockholders voted to adopt the Amended and Restated 2011 Incentive Plan (the “Amended 2011 Incentive Plan”) to provide for issuance under the 2011 Incentive Plan of our Class A Common Stock. The Amended 2011 Incentive Plan provides a maximum aggregate amount of 9.25 million shares of Class A Common Stock with respect to which options may be granted and provides for a grant of cash, granting of incentive stock options, non-qualified stock options, stock appreciation rights, performance awards, restricted stock and other share-based awards, which may include, without limitation, restrictions on the right to vote such shares and restrictions on the right to receive dividends on such shares. The options to purchase Class A common shares are issued at fair market value of the underlying shares on the date of grant. In general, the options vest and become exercisable in equal annual installments over a three-year period, commencing one year after the grant date, and expire ten years from the grant date. Shares issued upon exercise of options are newly issued shares. Options and restricted shares granted after June 21, 2011 are issued under the 2011 Incentive Plan.

Effective June 2009, our stockholders voted to amend the Third Amended and Restated 2001 Incentive Plan (the “2001 Incentive Plan”) to provide for issuance under the 2001 Incentive Plan of our Class A Common Stock. The 2001 Incentive Plan provided a maximum aggregate amount of 46.5 million shares of Class A Common Stock with respect to which options may have been granted and provided for the granting of incentive stock options, non-qualified stock options, and restricted stock, which may have included, without limitation, restrictions on the right to vote such shares and restrictions on the right to receive dividends on such shares. The options to purchase Class A common shares were issued at fair market value of the underlying shares on the date of grant. In general, the options vested and became exercisable in equal annual installments over a three-year period, commencing one year after the grant date, and expired ten years from the grant date. Shares issued upon exercise of options are newly issued shares. Options and restricted shares granted on or before June 21, 2011 were issued under the 2001 Incentive Plan.

#### ***Stock Options***

We record stock-based compensation expense in earnings based on the grant-date fair value of options granted. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. This valuation model requires the use of subjective assumptions, including expected option life and expected volatility. We use historical data to estimate the option life and the employee forfeiture rate, and use historical volatility when estimating the stock price volatility. We have not historically experienced material forfeitures with respect to the employees who currently receive stock option grants and thus we do not expect any forfeitures related to these awards. The weighted-average fair value of the options granted during the 52 weeks ended February 1, 2014 was estimated at \$7.10 based on the following assumptions:

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	52 Weeks Ended February 1, 2014
Volatility	46.4%
Risk-free interest rate	1.0%
Expected life (years)	5.6
Expected dividend yield	4.3%

In addition to recognizing the estimated fair value of stock-based compensation in earnings over the required service period, we are also required to present tax benefits received in excess of amounts determined based on the compensation expense recognized on the statements of cash flows. Such tax benefits are presented as a use of cash in the operating section and a source of cash in the financing section of the consolidated statements of cash flows.

A summary of our stock option activity during the 52 weeks ended February 1, 2014 is presented below:

	Shares	Weighted-Average Exercise Price
	(Millions of shares)	
Balance, February 2, 2013	4.6	\$ 25.04
Granted	0.5	\$ 24.82
Exercised	(2.8)	\$ 20.84
Forfeited	(0.3)	\$ 38.33
Balance, February 1, 2014	<u>2.0</u>	<u>\$ 29.31</u>

The following table summarizes information as of February 1, 2014 concerning outstanding and exercisable options:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding (Millions)	Weighted- Average Remaining Life (Years)	Weighted- Average Contractual Price	Number Exercisable (Millions)	Weighted- Average Exercise Price
\$ 9.29 - \$10.13	0.3	1.09	\$ 10.11	0.3	\$ 10.11
\$17.94 - \$20.69	0.3	4.09	\$ 20.18	0.3	\$ 20.18
\$24.82 - \$26.68	0.8	6.95	\$ 25.45	0.4	\$ 26.24
\$49.95 - \$49.95	0.6	4.02	\$ 49.95	0.6	\$ 49.95
\$ 9.29 - \$49.95	<u>2.0</u>	4.71	\$ 29.31	<u>1.6</u>	<u>\$ 30.61</u>

The total intrinsic value of options exercised during the fiscal years ended February 1, 2014, February 2, 2013 and January 28, 2012 was \$53.5 million, \$7.7 million, and \$16.0 million, respectively. The intrinsic value of options exercisable and options outstanding was \$15.9 million and \$20.5 million, respectively, as of February 1, 2014.

The fair value of each option is recognized as compensation expense on a straight-line basis between the grant date and the date the options become fully vested. During the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012, we included compensation expense relating to the grant of these options in the amount of \$1.0 million, \$2.1 million and \$6.4 million, respectively, in selling, general and administrative expenses. As of February 1, 2014, the unrecognized compensation expense related to the unvested portion of our stock-based awards was \$2.2 million.

### ***Restricted Stock Awards***

We grant restricted stock awards to certain of our employees, officers and non-employee directors. Restricted stock awards generally vest over a three-year period on the anniversary of the date of issuance.

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The following table presents a summary of our restricted stock awards activity during the 52 weeks ended February 1, 2014:

	Shares	Weighted-Average Grant Date Fair Value
	(Millions of shares)	
Nonvested shares at February 2, 2013	1.8	\$ 22.92
Granted	1.2	\$ 24.82
Vested	(0.6)	\$ 21.99
Forfeited	(0.1)	\$ 23.98
Nonvested shares at February 1, 2014	2.3	\$ 24.10

Of the shares granted during fiscal 2013, 916 thousand shares of restricted stock were granted under the 2011 Incentive Plan, which vest in equal annual installments over three years. At the same time, an additional 262 thousand shares of restricted stock were granted under the 2011 Incentive Plan, of which 131 thousand shares vest in equal annual installments over three years based on performance targets measured at the end of fiscal 2013. The remaining 131 thousand shares of restricted stock granted are subject to performance targets which will be measured following the completion of the 52 weeks ending January 30, 2016. These grants will vest immediately upon measurement to the extent earned. Shares subject to performance measures may generally be earned in greater or lesser percentages if targets are exceeded or not achieved by specified amounts.

During the 53 weeks ended February 2, 2013, we granted 1.4 million shares of restricted stock with a weighted average grant date fair value of \$23.66 per common share with fair value being determined by the quoted market price of our common stock on the date of grant. Of these shares, 783 thousand shares of restricted stock were granted under the 2011 Incentive Plan, which vest in equal annual installments over three years. At the same time, an additional 626 thousand shares of restricted stock were granted under the 2011 Incentive Plan, of which 101 thousand shares vest in equal annual installments over three years based on performance targets that were achieved and 25 thousand shares were forfeited based on fiscal 2012 performance. The remaining 500 thousand shares of restricted stock granted are subject to performance targets which will be measured following the completion of the 52 weeks ending January 31, 2015. These grants will vest immediately upon measurement to the extent earned. Shares subject to performance measures may generally be earned in greater or lesser percentages if targets are exceeded or not achieved by specified amounts. The restricted stock granted in the 52 weeks ended January 28, 2012 vest in equal annual installments over three years.

During the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012, we included compensation expense relating to the grant of these restricted shares in the amounts of \$18.4 million, \$17.5 million and \$12.4 million, respectively, in selling, general and administrative expenses in the accompanying consolidated statements of operations. As of February 1, 2014, there was \$28.1 million of unrecognized compensation expense related to nonvested restricted stock awards that is expected to be recognized over a weighted average period of 1.8 years.

Subsequent to the fiscal year ended February 1, 2014, we granted 588 thousand shares of restricted stock with a grant date fair value of \$38.52 per common share and 283 thousand shares of stock options under the 2011 Incentive Plan. Of the restricted shares, 315 thousand shares vest in equal annual installments over three years. Restricted shares and options granted are subject to continued service. Of the restricted shares granted subsequent to February 1, 2014, 182 thousand shares are subject to a performance target which will be measured following the completion of the 52 weeks ending January 31, 2015 with the portion earned vesting in equal annual installments over three years. The remaining 91 thousand shares of restricted stock granted are subject to performance targets which will be measured following the completion of the 52 weeks ending January 28, 2017. These grants will vest immediately upon measurement to the extent earned. Shares subject to performance measures may generally be earned in greater or lesser percentages if targets are exceeded or not achieved by specified amounts.

### **15. Employees' Defined Contribution Plan**

We sponsor a defined contribution plan (the "Savings Plan") for the benefit of substantially all of our U.S. employees who meet certain eligibility requirements, primarily age and length of service. The Savings Plan allows employees to invest up to 60%, for a maximum of \$17.5 thousand a year for 2013, of their eligible gross cash compensation invested on a pre-tax basis. Our optional contributions to the Savings Plan are generally in amounts based upon a certain percentage of the employees' contributions. Our contributions to the Savings Plan during the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 and the 52 weeks ended January 28, 2012, were \$4.8 million, \$4.6 million and \$4.1 million, respectively.

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**16. Significant Products**

Beginning with this Form 10-K, we are expanding the categories included in our disclosures on sales and gross profit by category in order to reflect recent changes in our business, the expansion of categories previously included in other and our management emphasis as we operate in the future. Our previous categories of New Video Game Hardware and New Video Game Software remain unchanged.

We are expanding our previous category of Pre-owned Video Game Products to include value-priced, or closeout, product and will be calling the category Pre-owned and Value Video Game Products now and in the future. We believe there is significant opportunity to purchase closeout and overstocked inventory from publishers, distributors and other retailers which is older new product but can be acquired for less than typical new release product costs. This product can then be resold in our Video Game Brands stores and on our Web sites as value-priced product. Our limited purchases of this product in the past have yielded significantly higher margins than new video game products, yet slightly lower margins than pre-owned video game products.

In the past, all other products we sold were categorized into "Other", which included video game accessories, digital products, new and pre-owned mobile products, consumer electronics, revenues from our PowerUp Rewards program and *Game Informer* subscription sales, strategy guides, toys and PC entertainment software. We are separating our historical Other category into the following new categories:

- Video Game Accessories, which includes new accessories for use with video game consoles and hand-held devices and software, such as controllers, gaming headsets and memory cards;
- Digital, which includes revenues from the sale of DLC, Xbox Live, PlayStation Plus and Nintendo network points and subscription cards, other prepaid digital currencies and time cards, Kongregate, *Game Informer* digital subscriptions and PC digital downloads;
- Mobile and Consumer Electronics, which includes revenues from selling new and pre-owned mobile devices and consumer electronics in Video Game Brands stores and all revenues from our Technology Brands stores;
- Other, which includes revenues from the sales of PC entertainment software, toys, strategy guides and revenues from PowerUp Pro loyalty members receiving *Game Informer* magazine in physical form.

The following tables set forth net sales and gross profit (in millions) and gross profit percentages by significant product category for the periods indicated:

	52 Weeks Ended February 1, 2014		53 Weeks Ended February 2, 2013		52 Weeks Ended January 28, 2012	
	Net Sales	Percent of Total	Net Sales	Percent of Total	Net Sales	Percent of Total
<b>Net sales:</b>						
New video game hardware	\$ 1,730.0	19.1%	\$ 1,333.4	15.0%	\$ 1,611.6	16.9%
New video game software	3,480.9	38.5%	3,582.4	40.3%	4,048.2	42.4%
Pre-owned and value video game products	2,329.8	25.8%	2,430.5	27.4%	2,620.2	27.4%
Video game accessories	560.6	6.2%	611.8	6.9%	661.1	6.9%
Digital	217.7	2.4%	208.4	2.3%	143.0	1.5%
Mobile and consumer electronics	303.7	3.4%	200.3	2.3%	12.8	0.1%
Other	416.8	4.6%	519.9	5.8%	453.6	4.8%
<b>Total</b>	<b>\$ 9,039.5</b>	<b>100.0%</b>	<b>\$ 8,886.7</b>	<b>100.0%</b>	<b>\$ 9,550.5</b>	<b>100.0%</b>



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	52 Weeks Ended February 1, 2014		53 Weeks Ended February 2, 2013		52 Weeks Ended January 28, 2012	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent
<b>Gross Profit:</b>						
New video game hardware	\$ 176.5	10.2%	\$ 101.7	7.6%	\$ 113.6	7.0%
New video game software	805.3	23.1%	786.3	21.9%	839.0	20.7%
Pre-owned and value video game products	1,093.9	47.0%	1,170.1	48.1%	1,221.2	46.6%
Video game accessories	220.5	39.3%	237.9	38.9%	251.9	38.1%
Digital	149.2	68.5%	120.9	58.0%	66.5	46.5%
Mobile and consumer electronics	65.1	21.4%	41.3	20.6%	3.5	27.3%
Other	150.6	36.1%	193.3	37.2%	183.8	40.5%
Total	<u>\$ 2,661.1</u>	<u>29.4%</u>	<u>\$ 2,651.5</u>	<u>29.8%</u>	<u>\$ 2,679.5</u>	<u>28.1%</u>

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### 17. Segment Information

We operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe, and a Technology Brands segment, which was added in the fourth quarter of fiscal 2013 and includes the operations of our Spring Mobile, Simply Mac, and Aio Wireless businesses. We identify segments based on a combination of geographic areas and management responsibility. Each of the segments includes significant retail operations with all Video Game Brands stores engaged in the sale of new and pre-owned video game systems and software and related accessories and Technology Brand stores engaged in the sale of consumer electronics and wireless products and services. Segment results for the United States include retail operations in 50 states, the District of Columbia, Guam and Puerto Rico; the electronic commerce Web site [www.gamestop.com](http://www.gamestop.com); *Game Informer* magazine; the online video gaming Web site [www.kongregate.com](http://www.kongregate.com); a digital PC game distribution platform available at [www.gamestop.com/pcgames](http://www.gamestop.com/pcgames); and an online consumer electronics marketplace available at [www.buymytronics.com](http://www.buymytronics.com). Segment results for Canada include retail and e-commerce operations in Canada and segment results for Australia include retail and e-commerce operations in Australia and New Zealand. Segment results for Europe include retail operations in 11 European countries and e-commerce operations in six countries. The Technology Brands segment includes retail operations in the United States. We measure segment profit using operating earnings, which is defined as income from continuing operations before intercompany royalty fees, net interest expense and income taxes. Transactions between reportable segments consist primarily of royalties, management fees, intersegment loans and related interest. There were no intersegment sales during the 52 weeks ended February 1, 2014, the 53 weeks ended February 2, 2013 or the 52 weeks ended January 28, 2012.

Information on segments and the reconciliation of segment profit to earnings (loss) before income taxes are as follows (in millions):

As of and for the Fiscal Year Ended February 1, 2014	United States	Canada	Australia	Europe	Technology Brands	Consolidated
Net sales	\$ 6,160.4	\$ 468.8	\$ 613.7	\$ 1,733.8	\$ 62.8	\$ 9,039.5
Segment operating earnings (loss)	465.3	26.6	37.5	44.3	(0.2)	573.5
Interest income						0.9
Interest expense						(5.6)
Earnings before income taxes						568.8
<b>Other Information:</b>						
Goodwill	1,143.3	33.8	81.3	94.2	62.1	1,414.7
Other long-lived assets	320.0	20.8	40.4	269.3	76.6	727.1
Total assets	2,320.7	228.7	389.2	972.2	180.6	4,091.4
Income tax expense	173.2	11.6	8.8	21.0	—	214.6
Depreciation and amortization	115.4	4.4	10.5	35.3	0.9	166.5
Capital expenditures	85.7	6.9	6.7	21.4	4.9	125.6

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As of and for the Fiscal Year Ended February 2, 2013	United States	Canada	Australia	Europe	Technology Brands	Consolidated
Net sales	\$ 6,192.4	\$ 478.4	\$ 607.3	\$ 1,608.6	\$ —	\$ 8,886.7
Segment operating earnings (loss)	501.9	(74.4)	(71.6)	(397.5)	—	(41.6)
Interest income						0.9
Interest expense						(4.2)
Loss before income taxes						(44.9)

### **Other Information:**

Goodwill	1,153.5	37.7	96.6	95.3	—	1,383.1
Other long-lived assets	375.4	21.0	52.1	291.1	—	739.6
Total assets	2,404.0	252.2	416.6	799.4	—	3,872.2
Income tax expense	199.8	7.1	11.6	6.4	—	224.9
Depreciation and amortization	120.7	5.1	13.8	36.9	—	176.5
Capital expenditures	101.8	3.6	9.2	25.0	—	139.6

As of and for the Fiscal Year Ended January 28, 2012	United States	Canada	Australia	Europe	Technology Brands	Consolidated
Net sales	\$ 6,637.0	\$ 498.4	\$ 604.7	\$ 1,810.4	\$ —	\$ 9,550.5
Segment operating earnings	501.9	12.4	35.4	20.2	—	569.9
Interest income						0.9
Interest expense						(20.7)
Debt extinguishment expense						(1.0)
Earnings before income taxes						549.1

### **Other Information:**

Goodwill	1,152.0	137.4	210.0	519.6	—	2,019.0
Other long-lived assets	404.0	23.0	58.3	345.8	—	831.1
Total assets	2,479.0	350.8	513.3	1,265.1	—	4,608.2
Income tax expense	197.4	4.2	11.7	(2.7)	—	210.6
Depreciation and amortization	126.4	6.1	12.4	41.4	—	186.3
Capital expenditures	108.7	3.2	24.4	28.8	—	165.1

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### 18. Supplemental Cash Flow Information

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
(In millions)			
<b>Cash paid during the period for:</b>			
Interest	\$ 2.7	\$ 2.7	\$ 24.7
Income taxes	238.0	246.1	210.7
<b>Acquisitions:</b>			
Goodwill	62.1	1.5	26.9
Noncontrolling interests	—	—	0.1
Net assets acquired	15.3	—	3.1
Cash paid for acquisitions, net of cash acquired	\$ 77.4	\$ 1.5	\$ 30.1

### 19. Stockholders' Equity

The holders of Class A Common Stock are entitled to one vote per share on all matters to be voted on by stockholders. Holders of Class A Common Stock will share in any dividend declared by the Board of Directors, subject to any preferential rights of any outstanding preferred stock. In the event of our liquidation, dissolution or winding up, all holders of common stock are entitled to share ratably in any assets available for distribution to holders of shares of common stock after payment in full of any amounts required to be paid to holders of preferred stock.

In 2005, we adopted a rights agreement under which one right (a "Right") is attached to each outstanding share of our common stock. Each Right entitles the holder to purchase from us one ten-thousandth of a share of a series of preferred stock, designated as Series A Junior Participating Preferred Stock (the "Series A Preferred Stock"), at a price of \$100.00 per one one thousandth of a share. The Rights will be exercisable only if a person or group acquires 15% or more of the voting power of our outstanding common stock or announces a tender offer or exchange offer, the consummation of which would result in such person or group owning 15% or more of the voting power of our outstanding common stock.

If a person or group acquires 15% or more of the voting power of our outstanding common stock, each Right will entitle a holder (other than such person or any member of such group) to purchase, at the Right's then current exercise price, a number of shares of common stock having a market value of twice the exercise price of the Right. In addition, if we are acquired in a merger or other business combination transaction or 50% or more of our consolidated assets or earning power are sold at any time after the Rights have become exercisable, each Right will entitle its holder to purchase, at the Right's then current exercise price, a number of the acquiring company's common shares having a market value at that time of twice the exercise price of the Right. Furthermore, at any time after a person or group acquires 15% or more of the voting power of our outstanding common stock but prior to the acquisition of 50% of such voting power, the Board of Directors may, at its option, exchange part or all of the Rights (other than Rights held by the acquiring person or group) at an exchange rate of one one thousandth of a share of Series A Preferred Stock or one share of our common stock for each Right.

We will be entitled to redeem the Rights at any time prior to the acquisition by a person or group of 15% or more of the voting power of our outstanding common stock, at a price of \$0.01 per Right. The Rights will expire on October 28, 2014.

We have 5 million shares of \$0.001 par value preferred stock authorized for issuance, of which 500 thousand shares have been designated by the Board of Directors as Series A Preferred Stock and reserved for issuance upon exercise of the Rights. Each such share of Series A Preferred Stock will be nonredeemable and junior to any other series of preferred stock that we may issue (unless otherwise provided in the terms of such stock) and will be entitled to a preferred dividend equal to the greater of \$1.00 or one thousand times any dividend declared on our common stock. In the event of liquidation, the holders of Series A Preferred Stock will receive a preferred liquidation payment of \$1,000 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon. Each share of Series A Preferred Stock will have ten thousand votes, voting together with our common stock. However, in the event that dividends on the Series A Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, holders of the Series A Preferred Stock shall have the right, voting as a class, to elect two of our directors. In the event of any merger, consolidation or other transaction in which our common stock is exchanged, each share of Series A Preferred Stock will be entitled to receive one thousand times the amount and type of consideration received per share of our common stock. At February 1, 2014, there were no shares of Series A Preferred Stock outstanding.

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Since January 2010, our Board of Directors has authorized several share repurchase programs authorizing our management to repurchase our common stock. Since the beginning of fiscal 2011, the authorizations have been for \$500 million at a time. Our typical practice is to seek Board of Directors' approval for a new authorization before the existing one is fully used in order to make sure that we are always able to repurchase shares. For fiscal 2011, we repurchased 11.2 million shares at an average price per share of \$21.38 for a total of \$240.2 million, which excludes approximately \$22 million of share repurchases that were executed at the end of fiscal 2010 but for which the settlement and related cash outflow did not occur until the beginning of fiscal 2011. For fiscal 2012, the number of shares repurchased was 19.9 million for an average price per share of \$20.60 for a total of \$409.4 million. For fiscal 2013, the number of shares repurchased was 6.3 million for an average price per share of \$41.12 for a total of \$258.3 million. Between February 2, 2014 and March 20, 2014, we have repurchased 0.6 million shares at an average price per share of \$37.17 for a total of \$20.6 million and have \$436.5 million remaining under our latest authorization from November 2013.

In February 2012, our Board of Directors approved the initiation of a quarterly cash dividend to our stockholders of Class A Common Stock. We paid a total of \$0.80 per share in dividends in fiscal 2012 and a total of \$1.10 per share in fiscal 2013. On March 4, 2014, our Board of Directors authorized an increase in our annual cash dividend from \$1.10 to \$1.32 per share of Class A Common Stock and approved our first quarterly cash dividend to our stockholders for fiscal 2014 of \$0.33 per share of Class A Common Stock payable on March 25, 2014 to stockholders of record at the close of business on March 17, 2014. Future dividends will be subject to approval by our Board of Directors.

## 20. Unaudited Quarterly Financial Information

The following table sets forth certain unaudited quarterly consolidated statement of operations information for the fiscal years ended February 1, 2014 and February 2, 2013. The unaudited quarterly information includes all normal recurring adjustments that our management considers necessary for a fair presentation of the information shown.

	Fiscal Year Ended February 1, 2014				Fiscal Year Ended February 2, 2013			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter (2)	1st Quarter	2nd Quarter	3rd Quarter(1)	4th Quarter
	(Amounts in millions, except per share amounts)							
Net sales	\$ 1,865.3	\$ 1,383.7	\$ 2,106.7	\$ 3,683.8	\$ 2,002.2	\$ 1,550.2	\$ 1,772.8	\$ 3,561.5
Gross profit	578.3	481.3	598.3	1,003.2	599.9	519.3	557.4	974.9
Operating earnings (loss)	87.2	18.8	109.1	358.4	115.0	34.5	(603.5)	412.3
Net income (loss) attributable to GameStop Corp.	54.6	10.5	68.6	220.5	72.5	21.0	(624.3)	261.1
Basic net income (loss) per common share (3)	0.46	0.09	0.59	1.91	0.54	0.16	(5.08)	2.17
Diluted net income (loss) per common share (3)	0.46	0.09	0.58	1.89	0.54	0.16	(5.08)	2.15
Dividend declared per common share	0.275	0.275	0.275	0.275	0.15	0.15	0.25	0.25

The following footnotes are discussed as pretax expenses.

- (1) The results of operations for the third quarter of the fiscal year ended February 2, 2013 include goodwill impairments of \$627.0 million and asset impairments of \$51.8 million.
- (2) The results of operations for the fourth quarter of the fiscal year ended February 1, 2014 include goodwill impairments of \$10.2 million and asset impairments of \$18.5 million. Additionally, results include a \$33.6 million benefit associated with changes in accounting estimates primarily related to our loyalty programs and other customer liabilities.
- (3) Basic net income (loss) per common share and diluted net income (loss) per common share are calculated based on net income (loss) attributable to GameStop Corp. for the quarter. The sum of the quarters may not necessarily be equal to the full year net income (loss) per common share amount.

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### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of April 17, 2005, among GameStop Corp. (f/k/a GSC Holdings Corp.), Electronics Boutique Holdings Corp., GameStop, Inc., GameStop Holdings Corp. (f/k/a GameStop Corp.), Cowboy Subsidiary LLC and Eagle Subsidiary LLC.(1)
2.2	Sale and Purchase Agreement, dated September 30, 2008, between EB International Holdings, Inc. and L Capital, LV Capital, Europ@Web and other Micromania shareholders.(2)
2.3	Amendment, dated November 17, 2008, to Sale and Purchase Agreement for Micromania Acquisition listed as Exhibit 2.2 above.(3)
3.1	Third Amended and Restated Certificate of Incorporation.(4)
3.2	Third Amended and Restated Bylaws.(4)
4.1	Indenture, dated September 28, 2005, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), GameStop, Inc., the subsidiary guarantors party thereto, and Citibank N.A., as trustee.(5)
4.2	First Supplemental Indenture, dated October 8, 2005, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), GameStop, Inc., the subsidiary guarantors party thereto, and Citibank N.A., as trustee.(6)
4.3	Rights Agreement, dated as of June 27, 2005, between GameStop Corp. (f/k/a GSC Holdings Corp.) and The Bank of New York, as Rights Agent.(7)
4.4	Form of Indenture.(8)
10.1*	Fourth Amended and Restated 2001 Incentive Plan.(9)
10.2*	Amended and Restated 2011 Incentive Plan.(10)
10.3*	Second Amended and Restated Supplemental Compensation Plan.(11)
10.4*	Form of Option Agreement.(12)
10.5*	Form of Restricted Share Agreement.(13)
10.6	Amended and Restated Credit Agreement, dated as of January 4, 2011, among GameStop Corp., as Lead Borrower for: GameStop Corp., GameStop, Inc., Sunrise Publications, Inc., Electronics Boutique Holdings Corp., ELBO Inc., EB International Holdings, Inc., Kongregate Inc., GameStop Texas Ltd., Marketing Control Services, Inc., SOCOM LLC and Bank of America, N.A., as Issuing Bank, Bank of America, N.A., as Administrative Agent and Collateral Agent, Wells Fargo Capital Finance, LLC, as Syndication Agent, U.S. Bank National Association and Regions Bank, as Co-Documentation Agents, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Lead Arranger and Sole Bookrunner.(14)
10.7	Guaranty, dated as of October 11, 2005, by GameStop Corp. (f/k/a GSC Holdings Corp.) and certain subsidiaries of GameStop Corp. in favor of the agents and lenders.(15)
10.8	Amended and Restated Security Agreement, dated January 4, 2011, among GameStop Corp., as Lead Borrower, the Subsidiary Borrowers party hereto, and Bank of America, N.A., as Collateral Agent.(14)
10.9	Amended and Restated Patent and Trademark Security Agreement, dated January 4, 2011, among GameStop Corp., as Lead Borrower, the Subsidiary Borrowers party hereto, and Bank of America, N.A., as Collateral Agent.(14)
10.10	Mortgage, Security Agreement, and Assignment and Deeds of Trust, dated October 11, 2005, between GameStop of Texas, L.P. and Bank of America, N.A., as Collateral Agent.(15)
10.11	Mortgage, Security Agreement, and Assignment and Deeds of Trust, dated October 11, 2005, between Electronics Boutique of America, Inc. and Bank of America, N.A., as Collateral Agent.(15)
10.12	Amended and Restated Pledge Agreement, dated January 4, 2011, by and among GameStop Corp., as Lead Borrower, the Subsidiary Borrowers party hereto, and Bank of America, N.A., as Collateral Agent.(14)
10.13	Term Loan Agreement, dated November 12, 2008, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), certain subsidiaries of GameStop Corp., Bank of America, N.A., as lender, Bank of America, N.A., as Administrative Agent and Collateral Agent, and Banc of America Securities LLC, as Sole Arranger and Bookrunner.(3)

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<u>Exhibit Number</u>	<u>Description</u>
10.14	Security Agreement, dated November 12, 2008, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), certain subsidiaries of GameStop Corp., Bank of America, N.A., as lender and Bank of America, N.A., as Collateral Agent.(3)
10.15	Patent and Trademark Security Agreement, dated as of November 12, 2008, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), certain subsidiaries of GameStop Corp., Bank of America, N.A., as lender, and Bank of America, N.A., as Collateral Agent.(3)
10.16	Securities Collateral Pledge Agreement, dated November 12, 2008, by and among GameStop Corp. (f/k/a GSC Holdings Corp.), certain subsidiaries of GameStop Corp., Bank of America, N.A., as lender, and Bank of America, N.A., as Collateral Agent.(3)
10.17*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Daniel A. DeMatteo.(16)
10.18*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and J. Paul Raines.(16)
10.19*	Executive Employment Agreement between GameStop Corp. and J. Paul Raines, as amended on November 13, 2013.(17)
10.20*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Tony D. Bartel.(16)
10.21*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Robert A. Lloyd.(16)
10.22*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Michael K. Mauler.(16)
10.23*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Michael P. Hogan.(20)
10.24*	Retirement Policy. (18)
10.25	Second Amended and Restated Credit Agreement, dated as of March 25, 2014, by and among GameStop Corp., certain subsidiaries of GameStop Corp., Bank of America, N.A. and the other lending institutions listed therein, Bank of America, N.A., as Issuing Bank, Bank of America, N.A., as Agent, JPMorgan Chase Bank, N.A., as Syndication Agent and Wells Fargo Capital Finance, LLC and U.S. Bank National Association, as Co-Documentation Agents. (19)
10.26	Second Amended and Restated Security Agreement, dated as of March 25, 2014. (19)
10.27	Second Amended and Restated Patent and Trademark Security Agreement, dated as of March 25, 2014. (19)
10.28	Second Amended and Restated Pledge Agreement, dated as of March 25, 2014. (19)
21.1	Subsidiaries. (20)
23.1	Consent of Deloitte & Touche LLP. (20)
23.2	Consent of BDO USA, LLP. (20)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (20)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (20)
32.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (21)
32.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (21)
101.INS	XBRL Instance Document (22)
101.SCH	XBRL Taxonomy Extension Schema (22)

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101.CAL XBRL Taxonomy Extension Calculation Linkbase (22)  
101.DEF XBRL Taxonomy Extension Definition Linkbase (22)  
101.LAB XBRL Taxonomy Extension Label Linkbase (22)  
101.PRE XBRL Taxonomy Extension Presentation Linkbase (22)

\* This exhibit is a management or compensatory contract.

- (1) Incorporated by reference to GameStop Holdings Corp.'s Form 8-K filed with the Securities and Exchange Commission on April 18, 2005.
  - (2) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on October 2, 2008.
  - (3) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on November 18, 2008.
  - (4) Incorporated by reference to the Registrant's 10-Q for the fiscal quarter ended August 3, 2013 filed with the Securities and Exchange Commission on September 11, 2013.
  - (5) Incorporated by reference to GameStop Holdings Corp.'s Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
  - (6) Incorporated by reference to the Registrant's Form 10-Q for the fiscal quarter ended October 29, 2005 filed with the Securities and Exchange Commission on December 8, 2005.
  - (7) Incorporated by reference to the Registrant's Amendment No.1 to Form S-4 filed with the Securities and Exchange Commission on July 8, 2005.
  - (8) Incorporated by reference to the Registrant's Form S-3ASR filed with the Securities and Exchange Commission on April 10, 2006.
  - (9) Incorporated by reference to Appendix A to the Registrant's Proxy Statement for 2009 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on May 22, 2009.
  - (10) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on June 27, 2013.
  - (11) Incorporated by reference to Appendix A to the Registrant's Proxy Statement for 2008 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on May 23, 2008.
  - (12) Incorporated by reference to GameStop Holdings Corp.'s Form 10-K for the fiscal year ended January 29, 2005 filed with the Securities and Exchange Commission on April 11, 2005.
  - (13) Incorporated by reference to GameStop Holdings Corp.'s Form 8-K filed with the Securities and Exchange Commission on September 12, 2005.
  - (14) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on January 6, 2011.
  - (15) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on October 12, 2005.
  - (16) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on May 13, 2013.
  - (17) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on November 15, 2013.
  - (18) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on March 11, 2014.
  - (19) Incorporated by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on March 28, 2014.
  - (20) Filed herewith.
  - (21) Furnished herewith.
  - (22) Submitted electronically herewith.
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**EXECUTIVE EMPLOYMENT AGREEMENT**

THIS EMPLOYMENT AGREEMENT (this “Agreement”) entered into between Michael P. Hogan (“Executive”) and GameStop Corp. (the “Company”), collectively referred to as the “Parties,” on May 13, 2013.

The Parties hereby agree as follows:

**1. Executive’s Position/Duties.** Executive will continue to be employed by the Company as its Executive Vice President – Strategy, Business & Brand Development, and shall have all of the duties and responsibilities of that position. Executive agrees to dedicate all of his working time (during normal working hours other than during excused absences such as for illness or vacation), skill and attention to the business of the Company, agrees to remain loyal to the Company, and not to engage in any conduct that creates a conflict of interest to, or damages the reputation of, the Company. Executive shall be subject to and abide by all policies promulgated by the Company from time to time, including the Company’s Anti-Hedging Policy, Claw-back Policy and Code of Ethics.

**2. At-Will Nature of Employment.** Executive’s employment under this Agreement will be “at will” and therefore may be terminated by either party at any time in accordance with Sections 4 and 5, below.

**3. Compensation.**

(a) **Base Salary.** The Company shall provide Executive with an annual base salary of no less than \$500,000, paid in accordance with the Company’s normal payroll policies (as adjusted from time to time, the “Base Salary”).

(b) **Annual Bonus Opportunity.** Each year, Executive will have a reasonable opportunity to earn an annual cash bonus of 100% of Base Salary (as adjusted from time to time, the “Target Amount”) based on the achievement of one or more targets set by the Board of Directors of the Company or its Compensation Committee (the “Board”).

(c) **Future Compensation Adjustments.** At or about the same time that compensation adjustments are considered for senior executives generally (and, in any case, not less frequently than annually), the Board will review and may increase Executive’s Base Salary and will consider the issuance to Executive of additional long term incentive awards.

(d) **Benefits.** Executive shall be entitled to all benefits, including, but not limited to, insurance programs, vacation, sick leave and 401(k) benefits, as afforded other management personnel or as determined by the Board.

(e) **Expenses.** The Company shall reimburse Executive for reasonable expenses incurred in the performance of his duties and services hereunder and in furtherance of the business of the Company, in accordance with the policies and procedures established by the Company. No expenses incurred after the cessation of Executive’s employment shall be subject to reimbursement.

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**4. Termination of Employment.** Upon termination of Executive's employment with the Company for any reason, unless otherwise requested by the Board, Executive will resign from all officer and director positions with the Company and its affiliates. Executive's employment with the Company may be terminated as follows:

(a) **Death.** In the event of Executive's death, Executive's employment will be terminated immediately.

(b) **Disability.** In the event of Executive's Disability, as defined below, Executive's employment will be terminated immediately. "Disability" shall mean a written determination by a physician mutually agreeable to the Company and Executive (or, in the event of Executive's total physical or mental disability, Executive's legal representative) that Executive is physically or mentally unable to perform his duties under this Agreement and that such disability can reasonably be expected to continue for a period of six consecutive months or for shorter periods aggregating 180 days in any 12-month period.

(c) **Termination by the Company for Cause.** The Company shall be entitled to terminate Executive's employment at any time if it has "Cause," which shall mean any of the following: (i) conviction of, or plea of nolo contendere to, a felony or any crime involving fraud or dishonesty; (ii) willful misconduct, whether or not in the course of service, that results (or that, if publicized, would be reasonably likely to result) in material and demonstrable damage to the business or reputation of the Company; (iii) material breach by Executive of any agreement with, policy of or duty owed to the Company or any of its subsidiaries; or (iv) willful refusal by Executive to perform his duties to the Company or the lawful direction of his or her supervisor that is not the result of a Disability; provided, however, an act or omission described in clause (iii) or (iv) will only constitute "Cause" if (A) it is not curable, in the good faith sole discretion of the Board or its delegate, or (B) it is curable in the good faith sole discretion of the Board or its delegate, but is not cured to the reasonable satisfaction of the Board or its delegate within 30 days following written notice thereof to Executive by the Company (such notice to state with specificity the nature of the breach or willful refusal).

(d) **Without Cause.** Either the Company or Executive may terminate Executive's employment at any time without cause upon written notice.

(e) **Termination by Executive with Good Reason.** Executive shall be entitled to terminate his employment within 12 months after any of the following events (each of which shall constitute "Good Reason"):

- (i) a material diminution in Executive's Base Salary or the Target Amount of Executive's annual bonus opportunity;
- (ii) a material diminution in Executive's authority, duties, or responsibilities;
- (iii) the Company relocates Executive's principal worksite outside of the Dallas/Ft. Worth metropolitan area; or

(iv) in the event of a sale of substantially all the business and assets of the Company, a failure of the Company to assign, or a refusal of the principal purchaser of assets to assume, the Company's then continuing obligations under this Agreement.

Notwithstanding the foregoing, Executive shall notify Company in writing if he believes Good Reason exists. Such notice shall set forth in reasonable detail why Executive believes Good Reason exists and shall be provided to the Company within a period not to exceed 90 days of the initial existence of the condition alleged to give rise to Good Reason, upon the notice of which the Company shall have a period of 30 days during which it may remedy the condition.

## **5. Compensation and Benefits Upon Termination.**

(a) If Executive's employment is terminated by reason of death or Disability, the Company shall pay Executive's Base Salary, at the rate then in effect, in accordance with the payroll policies of the Company, through the date of such termination (in the event of Executive's death, the payments will be made to Executive's beneficiaries or legal representatives) and Executive shall not be entitled to any further Base Salary or any applicable bonus, benefits or other compensation for that year or any future year, except as may be provided in Sections 5(d) or (e) below or an applicable benefit plan or program, or to any severance compensation of any kind, nature or amount.

(b) If Executive's employment is terminated by Executive without Good Reason; or by the Company for Cause, the Company will pay to Executive all Base Salary, at the rate then in effect, through the date of Executive's termination of active employment and Executive shall not be entitled to any further Base Salary or any applicable bonus, benefits or other compensation for that year or any future year, except as may be provided in an applicable benefit plan or program, or to any severance compensation of any kind, nature or amount.

(c) If Executive terminates his employment for Good Reason or the Company terminates Executive's employment without Cause, the Company will pay to Executive all amounts otherwise payable under this Agreement, at the rate then in effect, through the date of Executive's termination, and the following paragraphs shall apply:

(i) *Severance and Payment Form.* The Company will pay severance to Executive equal to (A) two, multiplied by (B) the sum of (1) Base Salary, plus (2) the Target Amount. Such amount will be paid to Executive in a lump sum. The foregoing notwithstanding, if such termination occurs within 18 months following a "change in control event" (as defined in Treas. Reg. § 1.409A-3(i)(5)(i) or any successor provision), then the word "two" in Section 5(c)(i)(A) will be replaced with "two and one-half."

(ii) *Medical Benefits.* Upon Executive's termination, Executive will be eligible to elect individual and dependent continuation group health and (if applicable) dental coverage, as provided under Section 4980B(f) of the Internal Revenue Code ("COBRA"), for the maximum COBRA coverage period available, subject to all conditions and limitations (including payment of premiums and cancellation of coverage upon obtaining duplicate coverage or Medicare entitlement). If Executive or one or more of Executive's covered dependents is eligible for and elects COBRA coverage, then the Company shall pay the full

cost of the COBRA coverage for the 18 month period following Executive's termination date. Executive (or dependents, as applicable) shall be responsible for paying the full cost of the COBRA coverage (including the two percentage administrative charge) after the earlier of (A) the expiration of 18 months following Executive's termination date, or (B) eligibility for coverage under another employer's medical plan.

(iii) *Vacation*. Executive shall be entitled to a payment attributable to Base Salary, at the rate then in effect, for unused vacation accrued.

(iv) *Service-Based Vesting Conditions*. All service-based vesting conditions applicable to equity awards held by Executive immediately prior to such termination will then be deemed satisfied (to the extent not already satisfied).

(v) *Performance-Based Equity Awards*. With respect to each performance-vested equity award held by Executive immediately prior to such termination and for which the performance period is not then complete, such award will remain outstanding and will vest, if at all, based on actual performance through the end of the applicable performance period.

(d) If Executive's employment ceases due to his death:

(v) all service-based vesting conditions applicable to equity awards held by Executive immediately prior to such cessation will then be deemed satisfied (to the extent not already satisfied);

(vi) with respect to each performance-vested equity award held by Executive immediately prior to such cessation and for which the performance period is not then complete, such award will then vest at the target level; and

(vii) the post-termination exercise period of all vested stock options held by Executive (determined after giving effect to Sections 5(d)(i) and (ii), above) will extend until the earliest of (A) one year following the cessation of employment, (B) the expiration of the full option term, or (C) any accelerated expiration date contemplated by the applicable equity plan or award agreement (such as in connection with a change in control).

(e) If Executive's employment is terminated by the Company due to a Disability:

(i) all service-based vesting conditions applicable to equity awards held by Executive immediately prior to such termination will then be deemed satisfied (to the extent not already satisfied).

(ii) with respect to each performance-vested equity award held by Executive immediately prior to such termination and for which the performance period is not then complete, such award will remain outstanding and will vest, if at all, based on actual performance through the end of the applicable performance period; and

(iii) the post-termination exercise period of all vested stock options held by Executive (determined after giving effect to Sections 5(e)(i) and (ii), above) will extend until the earliest of (A) one year following the termination of employment, (B) the expiration of the full option term, or (C) any accelerated expiration date contemplated by the applicable equity plan or award agreement (such as in connection with a change in control or in the event of prohibited competition).

(f) Notwithstanding anything to the contrary contained herein, if any amount payable to Executive by the Company or any of its affiliates (whether under the Agreement or otherwise) (i) constitutes a “parachute payment” within the meaning of Section 280G of the Internal Revenue Code (the “Code”), and (ii) but for this Section, would be subject to the excise tax imposed by Section 4999 of the Code (the “Excise Tax”), then such payment(s) shall be either (A) delivered in full, or (B) delivered to such lesser extent as would result in no portion of such payment(s) benefits being subject to the Excise Tax, whichever of the foregoing amounts (taking into account applicable federal, state and local income taxes and the Excise Tax) results in the receipt by Executive of the greatest amount on an after-tax basis. To the extent a reduction in payments is required, later payments will be reduced before otherwise equal earlier payments.

**6. Release.** The payments, rights and benefits described in Sections 5(c) and (e) are conditioned on Executive’s execution and delivery to the Company of a general release of claims against the Company and its affiliates in such form as the Company may reasonably require (the “Release”) and on such Release becoming irrevocable within 60 days following Executive’s termination of employment. Subject to Section 7, the payments described in Sections 5(c)(i) and (iii) will be paid or commence to be paid as soon as practicable after the Release becomes irrevocable, provided, however, that if the 60 day period following Executive’s termination of employment spans two calendar years, then such payments will be paid or commence to be paid on the later of such Release becoming irrevocable or the start of that second calendar year.

**7. Compliance with Code Section 409A.**

(a) All provisions of this Agreement shall be interpreted in a manner consistent with Code Section 409A and the regulations and other guidance promulgated thereunder. Notwithstanding the preceding, the Company makes no representations concerning the tax consequences of Executive’s participation in this Agreement under Code Section 409A or any other federal, state or local tax law. Executive’s tax consequences will depend, in part, upon the application of relevant tax law, including Code Section 409A, to the relevant facts and circumstances.

(b) Notwithstanding any provision herein to the contrary, in the event that Executive is determined to be a specified employee within the meaning of Code Section 409A under the default provisions established thereunder, for purposes of any payment on termination of employment under this Agreement, payment(s) shall be made or begin, as applicable, on the first payroll date which is more than six months following the date of separation from service (or, if earlier, upon Executive’s death), to the extent required to avoid any adverse tax consequences under Code Section 409A. This paragraph should not be construed to prevent the application of Treas. Reg. §§ 1.409A-1(b)(4) or -1(b)(9)(iii)(or any successor provisions) to amounts payable hereunder.

**8. Confidentiality/Settlement of Existing Rights.**

(a) In order to induce Executive to enter into this Agreement, and in order to enable Executive to provide services on behalf of the Company, the Company will provide Executive with access to certain trade secrets and confidential or proprietary information belonging to the Company, which may include, but is not limited to, the identities, customs, and preferences of the Company's existing and prospective clients, customers, tenants or vendors; the identities and skills of the Company's employees; the Company's methods, procedures, analytical techniques, and models used in providing products and services, and in pricing or estimating the cost of such products and services; the Company's financial data, business and marketing plans, projections and strategies; customer lists and data; tenant lists and data, vendor lists and data; training manuals, policy manuals, and quality control manuals; software programs and information systems; and other information relating to the development, marketing, and provision of the Company's products, services, and systems (i.e., "Confidential Information"). Executive acknowledges that this Confidential Information constitutes valuable, special and unique property of the Company.

(b) Executive agrees that, except as may be necessary in the ordinary course of performing his duties under this Agreement, Executive shall not, without prior express written consent of the Company (i) use such Confidential Information for Executive's own benefit or for the benefit of another; or (ii) disclose, directly or indirectly, such Confidential Information to any person, firm, corporation, partnership, association, or other entity (except for authorized personnel of the Company) at any time prior or subsequent to the termination or expiration of this Agreement.

(c) By this Agreement, the Company is providing Executive with rights that Executive did not previously have. In exchange for the foregoing and the additional terms agreed to in this Agreement, Executive agrees that all Company Proprietary and Confidential Information learned or developed by Executive during past employment with the Company and all goodwill developed with the Company's clients, customers and other business contacts by Executive during past employment with the Company is now the exclusive property of the Company, and will be used only for the benefit of the Company, whether previously so agreed or not. Executive expressly waives and releases any claim or allegation that he should be able to use client and customer goodwill, specialized Company training, or Confidential Information, that was previously received or developed by Executive while working for the Company for the benefit of any competing person or entity.

**9. Return of Company Property.** Executive acknowledges that all memoranda, notes, correspondence, databases, discs, records, reports, manuals, books, papers, letters, CD Roms, keys, passwords and access codes, client/customer/vendor/supplier profile data, contracts, orders, and lists, software programs, information and records, and other documentation (whether in draft or final form) relating to the Company's business, and any and all other documents containing Confidential Information furnished to Executive by any representative of the Company or otherwise acquired or developed by him in connection with his association with the Company (collectively, "*Recipient Materials*") shall at all times be the property of the Company. Within twenty-four (24) hours of the termination of his relationship with the Company, Executive promises to return to the Company any Recipient Materials that are in his possession, custody or control, regardless of

whether such Materials are located in Executive's office, automobile, or home or on Executive's business or personal computers. Executive also shall authorize and permit the Company to inspect all computer drives used or maintained by Executive during his employment or consulting at the Company and, if necessary, to permit the Company to delete any Recipient Materials or Proprietary Information contained on such drives.

**10. Protective Covenants.** Executive agrees that the following covenants are reasonable and necessary agreements for the protection of the business interests covered in the fully enforceable, ancillary agreements set forth in this Agreement:

(a) **Definitions.** "Competing Business" means any person or entity that provides services or products that would compete with or displace any services or products sold or being developed for sale by the Company during Executive's employment, or engages in any other activities so similar in nature or purpose to those of the Company that they would displace business opportunities or customers of the Company, including, without limitation, Best Buy Co., Inc., Wal-Mart Stores, Inc., Amazon.com, Inc. and Target Corporation and any of their respective subsidiaries.

(b) **Recordkeeping and Handling of Covered Items.** Executive agrees to keep and maintain current written records of all customer contacts, inventions, enhancement, and plans he develops regarding matters that are within the scope of the Company's business operations or that relate to research and development on behalf of the Company, and agrees to maintain any records necessary to inform the Company of such business opportunities. All Company Information and other Company documents and materials maintained or entrusted to Executive shall remain the exclusive property of the Company at all times; such materials shall, together with all copies thereof, be returned and delivered to the Company by Executive immediately without demand, upon termination of Executive's relationship with the Company, and shall be returned at a prior time if the Company so demands.

(c) **No Interference with Employee/Independent Contractor Relationships.** Executive agrees that until two years after Executive's employment with the Company ceases, Executive will not, either directly or indirectly, participate in recruiting or hiring away any employees or independent contractors of the Company, or encourage or induce any employees, agents, independent contractors or investors of the Company to terminate their relationship with the Company, unless given the prior written consent of the Board to do so.

(d) **No Interference with Client/Customer Relationships.** Executive agrees that until two years after Executive's employment with the Company ceases, Executive will not induce or attempt to induce any client or customer of the Company to diminish, curtail, divert, or cancel its business relationship with the Company. The restrictions set forth in this paragraph shall apply worldwide, which the parties stipulate is a reasonable geographic area because of the scope of the Company's operations and Executive's activities.

(e) **No Unfair Competition.** Executive agrees that until two years after Executive's employment with the Company ceases, Executive will not participate in, work for, or assist a Competing Business in any capacity (as owner, employee, consultant, contractor, officer, director, lender, investor, agent, or otherwise), unless given the prior written consent of the Board to do so.

The restrictions set forth in this paragraph shall apply worldwide, which the parties stipulate is a reasonable geographic area because of the scope of the Company's operations and Executive's activities. This paragraph creates a narrowly tailored advance approval requirement in order to avoid unfair competition and irreparable harm to the Company and is not intended or to be construed as a general restraint from engaging in a lawful profession or a general covenant against competition, and is ancillary to the Company's agreement contained herein to employ Executive hereunder. Nothing herein will prohibit ownership of less than 5% of the publicly traded capital stock of a corporation so long as this is not a controlling interest, or ownership of mutual fund investments. Executive acknowledges and agrees that this subsection (e) is reasonable and necessary to protect the trade secrets, confidential information and goodwill of the Company.

(f) **Remedies.** In the event of breach or threatened breach by Executive of any provision of Section 10 hereof, the Company shall be entitled to (i) injunctive relief by temporary restraining order, temporary injunction, and/or permanent injunction; (ii) recovery of all attorneys' fees and costs incurred by the Company in obtaining such relief; and (iii) any other legal and equitable relief to which may be entitled, including, without limitation, any and all monetary damages that the Company may incur as a result of said breach or threatened breach, in each case without the necessity of posting any bond. The Company may pursue any remedy available, including declaratory relief, concurrently or consecutively in any order as to any breach, violation, or threatened breach or violation, and the pursuit of one such remedy at any time will not be deemed an election of remedies or waiver of the right to pursue any other remedy.

(g) **Early Resolution Conference.** This Agreement is understood to be clear and enforceable as written and is executed by both parties on that basis. However, should Executive later challenge any provision as unclear, unenforceable or inapplicable to any competitive activity that Executive intends to engage in, Executive will first notify the Company in writing and meet with a Company representative and a neutral mediator (if the Company elects to retain one at its expense) to discuss resolution of any disputes between the parties. Executive will provide this notification at least fourteen (14) days before Executive engages in any activity on behalf of a Competing Business or engages in other activity that could foreseeably fall within a questioned restriction. The failure to comply with this requirement shall waive Executive's right to challenge the reasonable scope, clarity, applicability, or enforceability of the Agreement and its restrictions at a later time. All rights of both parties will be preserved if the Early Resolution Conference requirement is complied with even if no agreement is reached in the conference.

**11. Assignment.** In the event of a sale of substantially all the business and assets of the Company, the Company will assign, and will cause the principal purchaser of such assets to assume, the Company's then continuing obligations under this Agreement. Executive's obligations under this Agreement are personal in nature and may not be assigned by Executive to another Person.

**12. Notices.** All notices, requests, consents, and other communications under this Agreement shall be in writing and shall be deemed to have been delivered on the date personally delivered or on the date deposited in a receptacle maintained by the United States Postal Service for such purpose, postage prepaid, by certified mail, return receipt requested, or by express mail or overnight courier, addressed to: (a) in the case of Executive, to his or her most recent address contained in the



Company's personnel files, or (b) in the case of the Company, to its headquarters location, c/o its General Counsel. Either party may designate a different address by providing written notice of a new address to the other party.

**13. Severability.** If any provision contained in this Agreement is determined to be void, illegal or unenforceable by a court of competent jurisdiction, in whole or in part, then the other provisions contained herein shall remain in full force and effect as if the provision that was determined to be void, illegal, or unenforceable had not been contained herein. In making any such determination, the determining court shall deem any such provision to be modified so as to give it the maximum effect permitted by applicable law.

**14. Waiver, Construction and Modification.** The waiver by any party hereto of a breach of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach by any party. This Agreement may not be modified, altered or amended except by written agreement of all the parties hereto.

**15. Governing Law and Venue.** It is the intention of the parties that the laws of the State of Texas should govern the validity of this Agreement, the construction of its terms, and the interpretation of the rights and duties of the parties hereto without regard to any contrary conflicts of laws principles. It is stipulated that Texas has a compelling state interest in the subject matter of this Agreement, and that Executive has or will have regular contact with Texas in the performance of this Agreement. The agreed upon venue and personal jurisdiction for the parties on any claims or disputes under this Agreement is Dallas County, Texas.

**16. Representation of Executive.** Executive hereby represents and warrants to the Company that Executive has not previously assumed any obligations that would prevent him from accepting, retaining and/or engaging in full employment with the Company, or which Executive could violate in the ordinary course of his duties for the Company. Further, Executive hereby represents and warrants to the Company that Executive has not previously assumed any obligations that are inconsistent with those contained in this Agreement, and that he will not use, disclose, or otherwise rely upon any confidential information or trade secrets derived from any previous employment, if Executive has any, in the performance of his duties on behalf of the Company. Further, Executive acknowledges that he has read and is fully familiar with the terms of this Agreement, has had a reasonable opportunity to consider this Agreement and to seek legal counsel, and after such review, Executive stipulates that the promises made by him in this Agreement are not greater than necessary for the protection of the Company's good will and other legitimate business interests and do not create undue hardship for Executive or the public.

**17. Withholding Taxes.** The Company may withhold from any and all amounts payable under this Agreement such federal, state, local and any other applicable taxes as the Company determines in its sole discretion are required to be withheld pursuant to any applicable law or regulation.

**18. Complete Agreement.** Except for the existing Stock Option Agreements and Restricted Stock Agreements between the Company and Executive, which, subject to the provisions of Sections 5(c), (d) and (e) hereof, shall continue in full force and effect, this Agreement contains the complete agreement and understanding concerning the employment arrangement between the parties and will

supersede all other agreements, understandings or commitments between the parties as to such subject matter. However, for avoidance of doubt, each equity award issued by the Company is subject to the terms of any plan under which it was issued (each, as amended from time to time, an “Applicable Plan”) and, in the event of any conflict between this Agreement and an Applicable Plan, the Applicable Plan will govern. The parties agree that neither of them has made any representations concerning the subject matter of this Agreement except such representations as are specifically set forth herein. The parties agree that, except as specifically contemplated by this Agreement, this Agreement supersedes any other agreement, plan or arrangement that may now exist that may otherwise apply to or include Executive regarding employment, severance or retention benefits, that any such agreements, plans or arrangements are hereby terminated with respect to Executive and that none of the Company nor any affiliate of the Company will have any liability or obligation to Executive, his heirs, successors or beneficiaries with respect to the existence or termination of any such agreements, plans or arrangements, notwithstanding the terms of any of them.

**19. Successors and Assigns.** This Agreement shall be binding upon and inure to the benefit of the Company, its successors, legal representatives and assigns, and upon Executive, his heirs, executors, administrators and representatives.

**20. Captions.** The Section and other headings used in this Agreement are for the convenience of the parties only, are not substantive and shall not affect the meaning or interpretation of any provision of this Agreement.

**21. Counterparts.** This Agreement may be signed in counterparts, which together shall constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Parties agree to each of the foregoing terms on the first date above written.

MICHAEL P. HOGAN

/s/ Michael P. Hogan

GAMESTOP CORP.

By: /s/ J. Paul Raines

Name: J. Paul Raines

Title: CEO

**GAMESTOP CORP.****SUBSIDIARIES**

GameStop Finance Sarl, a Luxembourg company, is a wholly-owned subsidiary of GameStop Corp.

ELBO Inc., a Delaware corporation, is a wholly-owned subsidiary of GameStop Corp.

Kongregate Inc., a Delaware corporation, is a wholly-owned subsidiary of GameStop Corp.

EB International Holdings, Inc., a Delaware corporation, is a wholly-owned subsidiary of ELBO, Inc.

GameStop, Inc., a Minnesota corporation, is a wholly-owned subsidiary of GameStop Corp.

GS Mobile, Inc., a Delaware corporation, is a wholly-owned subsidiary of GameStop Corp.

Marketing Control Services, Inc., a Virginia corporation, is a wholly-owned subsidiary of GameStop Corp.

Spawn Labs, Inc., a Delaware corporation, is a wholly owned subsidiary of GameStop Corp.

Simply Mac, Inc., a Utah corporation, is a wholly-owned subsidiary of GameStop Corp.

Spring Communications Holding, Inc., a Delaware corporation, is a wholly owned subsidiary of GameStop Corp.

Atlanta Cellular Services, Inc., a Georgia corporation, is a wholly owned subsidiary of Spring Communications Holding, Inc.

Sunrise Publications, Inc., a Minnesota corporation, is a wholly-owned subsidiary of GameStop, Inc.

GameStop Texas Ltd., a Delaware corporation, is a wholly-owned subsidiary of GameStop, Inc.

SOCOM LLC, a Delaware limited liability company, is a wholly-owned subsidiary of GameStop Texas Ltd.

GameStop Group Limited, an Irish company, is a wholly-owned subsidiary of EB International Holdings, Inc.

GameStop Limited, an Irish company, is a wholly-owned subsidiary of GameStop Group Limited.

GameStop UK Limited, an England and Wales company, is a wholly-owned subsidiary of GameStop Group Limited.

GameStop Global Holdings Sarl, a Luxembourg company, is a wholly-owned subsidiary of EB International Holdings, Inc.

Jolt Online Gaming Limited, an Irish company, is a wholly-owned subsidiary of EB International Holdings, Inc.

Electronics Boutique Australia Pty. Limited, an Australian company, is a wholly-owned subsidiary of EB International Holdings, Inc.

Electronics Boutique Canada Inc., a Canadian corporation, is a wholly-owned subsidiary of EB International Holdings, Inc.

Playjam Holdings Limited, an England and Wales company, is a 15.35% owned subsidiary of EB International Holdings, Inc.

GameStop Europe Holdings Sarl, a Luxembourg company, is a wholly-owned subsidiary of GameStop Global Holdings Sarl.

Micromania GameStop SAS, a French company, is a wholly-owned subsidiary of GameStop Global Holdings Sarl.

Herbé SAS, a French company, is a wholly-owned subsidiary of GameStop France SAS.

Micromania Group SAS, a French company, is a 98.56% owned subsidiary of GameStop France SAS and a 1.44% owned subsidiary of Herbé SAS.

Micromania SAS, a French company, is a wholly-owned subsidiary of Micromania France SAS.

Dock Games SAS, a French company, is a wholly-owned subsidiary of Micromania France SAS.

Micromania Online SAS, a French company, is a wholly-owned subsidiary of Micromania France SAS.

GameStop Europe Services Limited, an Irish company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Deutschland GmbH, a German company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Italy Holdings Srl, an Italian company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Italy Srl, an Italian company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Denmark ApS, a Danish private company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Sweden AB, a Swedish company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Schweiz GmbH, a Swiss company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

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GameStop Iberia S.L., a Spanish company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Austria GmbH, an Austrian company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Oy, a Finnish company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

GameStop Norway AS, a Norwegian private company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

Polarford Limited, an Irish company, is a wholly-owned subsidiary of GameStop Europe Holdings Sarl.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Form S-3 (Reg. No. 333-128960), Form S-3 ASR (Reg. No. 333-133171), Form S-8 (Reg. No. 333-82652), Form S-8 (Reg. No. 333-126154), Form S-8 (Reg. No. 333-144777), Form S-8 (Reg. No. 333-164697) and Form S-8 (Reg. No. 333-175900) of our reports dated April 2, 2014, relating to the consolidated financial statements and financial statement schedule of GameStop Corp. and subsidiaries, and the effectiveness of GameStop Corp. and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of GameStop Corp. for the 52 week period ended February 1, 2014.

/s/ DELOITTE & TOUCHE LLP

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DELOITTE & TOUCHE LLP

Dallas, Texas  
April 2, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-3 No. 333-128960 and S-3ASR 333-133171, and Form S-8 Nos. 333-82652, 333-126154, 333-144777, 333-164697 and 333-175900 of GameStop Corp. of our reports dated April 3, 2013, relating to the consolidated financial statements and financial statement schedule, which appear in this Form 10-K.

/s/ BDO USA, LLP

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BDO USA, LLP

Dallas, Texas  
April 2, 2014

**CERTIFICATION PURSUANT TO  
17 CFR 240.13a-14(a)/15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, J. Paul Raines, certify that:

- 1 I have reviewed this report on Form 10-K of GameStop Corp.;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ J. Paul Raines

J. Paul Raines  
*Chief Executive Officer*  
*GameStop Corp.*

Date: April 2, 2014



**CERTIFICATION PURSUANT TO  
17 CFR 240.13a-14(a) /15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert A. Lloyd, certify that:

- 1 I have reviewed this report on Form 10-K of GameStop Corp.;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Robert A. Lloyd

Robert A. Lloyd  
*Executive Vice President and Chief Financial Officer*  
*GameStop Corp.*

Date: April 2, 2014

**CERTIFICATION PURSUANT TO  
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of GameStop Corp. (the "Company") on Form 10-K for the period ended February 1, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. Paul Raines, Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ J. Paul Raines

J. Paul Raines

*Chief Executive Officer*

*GameStop Corp.*

April 2, 2014

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of GameStop Corp. (the "Company") on Form 10-K for the period ended February 1, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert A. Lloyd, Executive Vice President and Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert A. Lloyd

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Robert A. Lloyd  
*Executive Vice President and  
Chief Financial Officer  
GameStop Corp*

April 2, 2014

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

