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

FORM 8-K/A

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

Date of report (Date of earliest event reported): October 8, 2005

GAMESTOP CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-32637	20-2733559
(Commission File Number)	(IRS Employer Identification No.)

625 Westport Parkway, Grapevine, Texas	76051
(Address of Principal Executive Offices)	(Zip Code)

(817) 424-2000

Registrant's Telephone Number, Including Area Code

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Form 8-K/A amends the current report on Form 8-K filed on October 12, 2005, to include Item 9.01(a) Financial Statements of the Acquired Business and Item 9.01 (b) Pro Forma Financial Information.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of the Business Acquired

The consolidated balance sheets of Electronics Boutique Holdings Corp. ("EB") as of January 29, 2005 and January 31, 2004, and the related consolidated statements of income, stockholders' equity and cash flows for each of the fiscal years in the three-year period ended January 29, 2005, and the notes thereto (incorporated by reference from EB's Annual Report on Amendment No. 2 to Form

10-K/A for EB's fiscal year ended January 29, 2005).

The unaudited consolidated balance sheet of EB as of July 30, 2005 and the related unaudited consolidated statements of income for the 13 and 26 weeks ended July 30, 2005 and July 31, 2004, and cash flows for the 26 weeks ended July 30, 2005 and July 31, 2004, and the notes thereto (incorporated by reference from EB's Form 10-Q for the quarterly period ended July 30, 2005). (b) Pro Forma Financial Information

Attached as Exhibit 99.3 are the unaudited pro forma condensed consolidated financial statements of GameStop Corp. as of and for the 26 weeks ended July 30, 2005 and for the fiscal year ended January 29, 2005 that give effect to the acquisition of EB.

(c) Exhibits

23.1 Consent of KPMG LLP

99.1 The consolidated balance sheets of Electronics Boutique Holdings Corp. ("EB") as of January 29, 2005 and January 31, 2004, and the related consolidated statements of income, stockholders' equity and cash flows for each of the fiscal years in the three-year period ended January 29, 2005, and the notes thereto (incorporated by reference from EB's Annual Report on Amendment No. 2 to Form 10-K/A for EB's fiscal year ended January 29, 2005).

99.2 The unaudited consolidated balance sheet of EB as of July 30, 2005 and the related unaudited consolidated statements of income for the 13 and 26 weeks ended July 30, 2005 and July 31, 2004, and cash flows for the 26 weeks ended July 30, 2005 and July 31, 2004, and the notes thereto (incorporated by reference from EB's Form 10-Q for the quarterly period ended July 30, 2005).

99.3 The unaudited pro forma condensed consolidated financial statements as of and for the 26 weeks ended July 30, 2005 and for the fiscal year ended January 29, 2005 that give effect to the acquisition of EB.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GAMESTOP CORP.
(Registrant)

By: /s/ David W. Carlson

Name: David W. Carlson
Title: Executive Vice President and
Chief Financial Officer

Date: December 22, 2005

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our reports dated April 7, 2005, with respect to the consolidated balance sheets of Electronics Boutique Holdings Corp. as of January 29, 2005 and January 31, 2004, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 29, 2005, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of January 29, 2005, and the effectiveness of internal control over financial reporting as of January 29, 2005, incorporated herein by reference.

Our report with respect to the consolidated financial statements refers to a change in the method of accounting for consideration received from a vendor.

/s/ KPMG LLP

Philadelphia, Pennsylvania
December 21, 2005

Exhibit 99.3

GAMESTOP CORP.

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated balance sheet as of July 30, 2005 gives effect to the business combination (the "merger" or "business combination") of Electronics Boutique Holdings Corp. ("EB") and GameStop Holdings Corp., formerly known as GameStop Corp., ("Historical GameStop") into wholly-owned subsidiaries of GameStop Corp., formerly known as GSC Holdings Corp. (the "Company") as if it occurred on that date. The following unaudited pro forma condensed consolidated statements of operations for the fiscal year ended January 29, 2005 and for the 26 weeks ended July 30, 2005 gives effect to the merger as if it occurred on February 1, 2004. The fiscal year of the Company, Historical GameStop and EB is composed of 52 or 53 weeks ending on the Saturday closest to January 31. Reclassifications have been made to the historical financial statements of Historical GameStop and EB to conform to the presentation used by the Company.

In the merger, which was completed on October 8, 2005, EB common stockholders received $38.15 in cash and 0.78795 of a share of the Company's Class A common stock for each share of EB common stock that they owned. In addition, Historical GameStop stockholders received one share of the Company's Class A common stock for each share of Historical GameStop Class A common stock that they owned and one share of the Company's Class B common stock for each share of Historical GameStop Class B common stock that they owned.

The merger and related transactions were treated as a purchase business combination for accounting purposes, and EB's assets acquired and liabilities assumed were recorded at their fair value. The Historical GameStop Class A common stock price was $21.61 per share (based on the closing price for Historical GameStop Class A common stock on April 15, 2005, the last trading day prior to the April 18, 2005 public announcement of the merger) and 25.7 million shares of EB common stock were outstanding at the date of completion of the merger. Approximately 22.2 million and 29.9 million shares of the Company's Class A common stock and the Company's Class B common stock, respectively, were issued in exchange for all outstanding common stock of Historical GameStop, based on the one-for-one exchange ratio. An aggregate of 20.2 million shares of the Company's Class A common stock were issued and $979.4 million in cash was paid in consideration for all outstanding common stock of EB. In addition, $13.8 million in cash was paid to the holders in exchange for all of the outstanding stock options of EB. Principally all of the cash consideration paid was from the proceeds of the Company's issuance of $300 million of senior floating rate notes due 2011 and $650 million aggregate principal senior notes due 2012.

The allocations of the purchase price to EB's assets, including intangible assets, and liabilities have been based on estimates of fair values. These allocations are preliminary and further refinements are likely to be made. Among the provisions of Statement of Financial Accounting Standards No. 141, "Business Combinations," criteria have been established for determining whether intangible assets should be recognized separately from goodwill. Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" provides, among other guidelines, that goodwill and intangible assets with indefinite lives will not be amortized, but rather are tested for impairment on at least an annual basis.

Management expects that the benefits of the business combination will generate approximately $30.0 million of cost savings and operating synergies by the end of the fiscal year ending February 3, 2007 and $50.0 million annually thereafter by capitalizing on consolidation and integration of certain functions as well as through the adoption of best practices from both Historical GameStop and EB. The accompanying unaudited pro forma condensed statements of operations do not include any cost saving synergies which may be achievable.

The unaudited pro forma financial information shown under this heading is presented for informational purposes only, is not necessarily indicative of the financial position or results of operations that would actually have occurred had the merger or the related transactions been consummated as of the date or at the beginning of the periods presented, nor is it necessarily indicative of future operating results or financial position. The unaudited pro forma financial information under this heading and the accompanying notes should be read together with the consolidated financial statements and related notes included elsewhere in this report.

GAMESTOP CORP.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(in thousands, except per share data)

	Historical GameStop July 30, 2005	Historical EB July 30, 2005	Pro Forma Adjustments	GameStop Corp. Pro Forma
ASSETS:				
Current assets:				
Cash and cash equivalents	$ 98,954	$ 71,169	$ 941,472(a)	$ 77,817
			(1,006,811)(b)	
			(19,842)(c)	
			(7,125)(d)	
Marketable securities	--	35,700	--	35,700
Receivables, net	9,418	19,813		29,231
Merchandise inventories	257,396	273,945	(25,253)(f)	506,088
Prepaid expenses and other current assets	24,302	33,792	(14,493)(f)	43,601
Prepaid taxes	12,534	--	32,530(e)	48,321
			2,708(d)	
			549(f)	
Deferred taxes	5,435	13,940	18,655(f)	38,030
Total current assets	408,039	448,359	(77,610)	778,788
Property and equipment:				
Land	2,000	10,497	(2,518)(f)	9,979
Building and leasehold improvements	120,145	173,055	(48,380)(f)	243,690
			(1,130)(e)	
Fixtures and equipment	210,942	172,339	(78,136)(f)	296,255
			(8,890)(e)	
Construction in progress	--	3,867	(3,867)(f)	--
	333,087	359,758	(142,921)	549,924
Less accumulated depreciation and amortization	144,353	166,113	(166,113)(f)	144,353
Net property and equipment	188,734	193,645	23,192	405,571
Investment	--	--	1,443,955(b)	
			(1,443,955)(f)	
Goodwill, net	320,888	18,418	(18,418)(f)	1,466,333
			1,145,445(f)	
Assets to be disposed of	--	--	19,190(f)	19,190
Other intangible assets	--	--	3,432(f)	3,432
Deferred tax asset	--	15,770	(15,770)(f)	--
Deferred financing fees	--	--	19,842(c)	19,842
Other noncurrent assets	3,011	7,757	17,299(f)	28,067
Total other assets	323,899	41,945	1,171,020	1,536,864
Total assets	$ 920,672	$ 683,949	$ 1,116,602	$ 2,721,223
LIABILITIES AND STOCKHOLDERS' EQUITY:				
Current liabilities:				
Accounts payable	$ 166,070	$ 166,644	$	$ 332,714
Accrued liabilities	103,706	96,167	75,584(e)	275,457
Note payable, current portion	12,173	813		12,986
Total current liabilities	281,949	263,624	75,584	621,157
Deferred taxes	19,898	--	50,114(f)	70,012
Notes payable, long-term portion	24,347	10,210		34,557
Senior notes payable, long-term portion			641,472(a)	641,472
Senior floating rate notes payable, long-term portion			300,000(a)	300,000
Deferred rent and other long-term liabilities	15,503	30,591	(3,771)(f)	42,323
Total long-term liabilities	59,748	40,801	987,815	1,088,364
Total liabilities	341,697	304,425	1,063,399	1,709,521
Stockholders' equity :				
Preferred stock - authorized 5,000 shares; no shares issued or outstanding				
Class A common stock - $.001 par value; authorized			(3)(b)	
300,000 shares; 21,900 shares issued and outstanding	25	282	(282)(f)	42
Class B common stock - $.001 par value; authorized			20(b)	
100,000 shares; 29,902 shares issued and outstanding	30	--		30
Additional paid-in-capital	519,113	233,411	437,124(b)	906,240
			(49,997)(b)	
			(233,411)(f)	
Accumulated other comprehensive income (loss)	(43)	3,723	(3,723)(f)	(43)
Retained earnings	109,850	208,240	(155,166)(f)	105,433
			(53,074)(e)	
			(4,417)(d)	
Treasury stock, at cost	(50,000)	(66,132)	66,132(f)	--
			50,000(b)	
Total stockholders' equity	578,975	379,524	53,203	1,011,702
Total liabilities and stockholders' equity	$ 920,672	$ 683,949	$ 1,116,602	$ 2,721,223

See accompanying notes to unaudited pro forma condensed balance sheet.

GAMESTOP CORP.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(in thousands, except per share data)

1. Certain reclassifications have been made to the historical presentation of Historical GameStop and EB to conform to the presentation used in the unaudited pro forma condensed consolidated balance sheet.

2. In connection with the business combination, EB stockholders received $38.15 in cash plus .78795 shares of the Company Class A common stock for each share of EB common stock that they own.

Until the close, EB option holders had the right to exercise their options, giving them the right to receive the same consideration as the EB stockholders as described above. To the extent the options were exercised, EB received cash proceeds equal to the exercise price of the option and a tax benefit equal to the stock value at the date of exercise, net of the exercise price, multiplied be the effective tax rate. For those options that remained unexercised as of the close, those option holders had the right to receive $38.15 in cash plus cash equal to .78795 multiplied by the average of the closing prices of Historical GameStop Class A common stock for the ten trading days prior to the closing date less their exercise price less applicable tax withholding. Cash consideration of $13,839 was used to retire the outstanding options.

Under the purchase method of accounting, the total consideration as shown in the table below is allocated to EB's tangible and intangible assets and liabilities based on their fair values as of July 30, 2005. The consideration was as follows:

	Common Shares	Capital in Excess of Par Value	Total
Issuance of Holdco shares to EB (20.229 million shares at $21.61)	$ 20	$ 437,124	$ 437,144
Cash consideration paid to EB common stockholders			979,415
Cash consideration paid to EB stock option holders			13,839
Estimated GameStop transaction costs			13,558
Total cash consideration			1,006,812
Total consideration			$ 1,443,956

Based upon the assessment of the fair values, the preliminary allocation of the purchase price to the proportionate amount of assets acquired and liabilities assumed in the combination with EB is as follows:

Current assets	$ 450,328
Property and equipment, net	226,857
Goodwill	1,145,445
Intangible assets:	
Executive employment contracts and non-compete agreement	282
Point of sale software	3,150
Leasehold interests	17,299
Total intangible assets	20,731
Other noncurrent assets	26,947
Current liabilities	(339,208)
Deferred income tax liabilities	(50,114)
Long-term liabilities	(37,030)

Total purchase price...	$ 1,443,956
	=============

The total weighted average amortization period for the intangible assets is approximately four years. The intangible assets are being amortized based upon the pattern in which the economic benefits of the intangible assets are being utilized. The goodwill is considered to have an indefinite life and will not be amortized.

In connection with the merger, management incurred merger related costs and commenced integration activities which have resulted in, or will result in, involuntary employment terminations, lease terminations, disposals of property and equipment and other costs and expenses. The liability for involuntary termination benefits covers severance amounts, payroll taxes and benefit costs for approximately 680 employees, primarily in general and administrative functions in EB's Pennsylvania corporate office and distribution center and Nevada call center, which are expected to be closed in the first half of fiscal 2006. These employees are expected to be terminated between December 2005 and July 2006. Certain senior executives with EB received payments in the amount of $3,960 in accordance with employment contracts. The Pennsylvania corporate office and distribution center are owned facilities which are currently being marketed for sale and are classified in the accompanying balance sheet as "Assets to be disposed of". Sale of these facilities is expected to occur within the next year.

The liability for lease terminations is associated with stores and the Nevada call center to be closed and will be paid over the remaining lease terms through 2015, if the Company is unsuccessful in negotiating lease terminations or sublease agreements. The Company intends to close these stores in the next year. The disposals of property and equipment are related to assets of Historical GameStop which are either impaired or have been, or will be, either abandoned or disposed of due to the merger. Certain costs associated with the disposition of these assets remain as an accrual until the assets are disposed of and the costs are paid, which is expected to occur in the next few months.

Merger related costs include professional fees, financing costs and other costs associated with the merger and include certain ongoing costs associated with integrating the operations of Historical GameStop and EB, including relocation costs. The Company is working to finalize integration plans which may result in additional involuntary employment terminations, lease and other contractual terminations and employee relocations. The Company will finalize integration plans and related liabilities in 2006 and management anticipates completion of all integration activities in 2006. Finalization of integration plans may result in additional liabilities which will increase goodwill.

(a) To give effect to the receipt of $941,472 resulting from issuance of the $950,000 aggregate principal amount of senior notes and senior floating rate notes issued to finance the merger, less discount of $8,528.

(b) To give effect to the investment in EB by the payment of cash and issuance of 20,229 shares of GameStop Class A common stock and to the elimination of Historical GameStop treasury stock.

(c) To give effect to the deferred financing fees.

(d) To give effect to the commitment fees related to the bridge loan, net of tax benefit.

(e) To give effect to $75,584 of estimated merger costs and liabilities for involuntary employment terminations, lease terinations and disposals of property and equipment as described above, net of tax benefit.

(f) To eliminate the investment in EB against the underlying net book value and to reflect the results of the allocation of the purchase price.

GAMESTOP CORP.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in thousands, except per share data)

For the 52 Weeks Ended January 29, 2005	Historical GameStop January 29, 2005	Historical EB January 29, 2005 (a)	Pro Forma Adjustments (b)	GameStop Corp. Pro Forma
Sales	$ 1,842,806	$ 1,984,879	$	$ 3,827,685
Cost of sales	1,333,506	1,453,048		2,786,554
Gross profit	509,300	531,831	--	1,041,131
Selling, general and administrative expenses	373,364	415,049		788,413
Depreciation and amortization	36,789	37,452	3,723(c)	77,964
Operating earnings	99,147	79,330	(3,723)	174,754
Interest income	(1,919)	(2,350)		(4,269)
Interest expense	2,155	--	69,072(d) 3,261(e)	74,488
Earnings (loss) before income tax expense (benefit)	98,911	81,680	(76,056)	104,535
Income tax expense (benefit)	37,985	29,393	(28,901)(f)	38,477
Net earnings (loss)	$ 60,926	$ 52,287	$ (47,155)	$ 66,058
Net earnings (loss) per Class A and Class B common share - basic	$ 1.11(h)	$ 2.16	$ (2.39)	$ 0.88(i)
Weighted average shares of common stock - basic	54,662	24,159	(24,159)(g) 20,229(g)	74,891
Net earnings (loss) per Class A and Class B common share - diluted	$ 1.05(h)	$ 2.13	$ (2.33)	$ 0.85(i)
Weighted average shares of common stock - diluted	57,796	24,547	(24,547)(g) 20,229(g)	78,025

See accompanying notes to unaudited pro forma condensed consolidated statement of operations.

GAMESTOP CORP.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in thousands, except per share data)

For the 26 Weeks Ended July 30, 2005	Historical GameStop July 30, 2005	Historical EB July 30, 2005 (a)	Pro Forma Adjustments (b)	GameStop Corp. Pro Forma
Sales	$ 890,657	$ 953,664	$	$ 1,844,321
Cost of sales	636,465	686,436		1,322,901
Gross profit	254,192	267,228	--	521,420
Selling, general and administrative expenses	203,297	239,581		442,878
Depreciation and amortization	20,848	22,370	1,861(c)	45,079
Operating earnings	30,047	5,277	(1,861)	33,463
Interest income	(1,082)	(1,592)		(2,674)
Interest expense	1,309	--	36,493(d) 1,631(e)	39,433
Earnings (loss) before income tax expense (benefit)	29,820	6,869	(39,985)	(3,296)
Income tax expense (benefit)	11,591	2,472	(15,194)(f)	(1,131)
Net earnings (loss)	$ 18,229	$ 4,397	$ (24,791)	$ (2,165)
Net earnings (loss) per Class A and Class B common share - basic	$ 0.36(h)	$ 0.18	$ (0.57)	$ (0.03)(i)
Weighted average shares of common stock - basic	51,323	24,896	(24,896)(g) 20,229(g)	71,552
Net earnings (loss) per Class A and Class B common share - diluted	$ 0.33(h)	$ 0.17	$ (0.53)	$ (0.03)(i)
Weighted average shares of common stock - diluted	55,499	25,273	(25,273)(g) (4,176)(j) 20,229(g)	71,552

See accompanying notes to unaudited pro forma condensed consolidated statement of operations.

GAMESTOP CORP.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
STATEMENT OF OPERATIONS
(in thousands, except per share data)

(a) Certain reclassifications have been made to the historical presentation of Historical GameStop and EB to conform to the presentation used in the unaudited pro forma condensed consolidated statement of operations.

(b) The Unaudited Pro Forma Condensed Consolidated Statement of Operations exclude certain expenses of $11,329 and financing costs of $7,518, which are directly attributable to the merger and are believed to be of a onetime or short-term nature.

(c) To give effect to the intangible asset amortization and depreciation on the property and equipment adjustment based on the allocation of the purchase price over estimated useful lives.

(d) To give effect to the interest expense incurred related to the receipt of $941,472 resulting from issuance of $650,000 in senior notes, at an interest rate of 8.0%, and $300,000 in senior floating rate notes at an interest rate of LIBOR plus 3.875%. The senior notes were issued at a discount of $8,528 and interest expense includes the amortization of this discount over seven years.

(e) To give effect to the amortization of deferred financing fees relating to the $400,000 revolver, the senior floating rate notes and the senior notes over five, six and seven years to match the terms, respectively.

(f) Represents the aggregate pro forma effective income tax effect (38%) of Notes (c), (d) and (e) above.

(g) The pro forma earnings per share have been adjusted to reflect the issuance of 20,229 shares of the Company's common stock to EB common stockholders.

(h) The holders of Historical GameStop Class A and Class B common stock generally have identical rights, except that the holders of Historical GameStop Class A common stock are entitled to one vote per share and the holders of Historical GameStop Class B common stock are entitled to ten votes per share on all matters to be voted on by stockholders. Earnings per common share amounts represent per share amounts for both classes of common stock.

(i) The holders of the Company's Class A and Class B common stock generally have identical rights, except that the holders of the Company's Class A common stock are entitled to one vote per share and the holders of the Company's Class B common stock are entitled to ten votes per share on all matters to be voted on by stockholders. Earnings per common share amounts represent per share amounts for both classes of common stock.

(j) To remove the effect of dilutive securities that are antidilutive in nature in the 26 weeks ended July 30, 2005 due to the pro forma net loss.