

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GameStop Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-2733559
(I.R.S. Employer
Identification No.)

**625 Westport Parkway
Grapevine, Texas**
(Address of Principal Executive Offices)

76051
(Zip Code)

Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan
(Full title of the plan)

Daniel A. DeMatteo
Chief Executive Officer
GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000

(Name, address and telephone number of agent for service)

Copies to:

Jay M. Dorman, Esq.
Bryan Cave LLP
1290 Avenue of the Americas
New York, New York 10104

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Class A Common Stock, par value \$.001 per share	3,000,000(2)	\$19.87	\$59,610,000.00	\$4,250.19

- (1) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and (h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low prices for such security as reported on the New York Stock Exchange on February 1, 2010.
- (2) Represents the increase in the maximum number of shares of Class A Common Stock reserved for issuance under the Registrant's Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan. 43,500,000 shares of Class A Common Stock have been previously registered under GameStop Holdings Corp.'s Registration Statement on Form S-8 (No. 333-82652) filed February 13, 2002 and Registration Statement on Form S-8 (No. 333-126154) filed June 27, 2005 and GameStop Corp.'s Registration Statement on Form S-8 (No. 333-144777) filed July 23, 2007. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A Common Stock that become issuable under the options covered hereby by reason of any stock dividend, stock split, recapitalization, anti-dilution provisions or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Class A Common Stock.

**STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES**

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 3,000,000 shares of Class A Common Stock, par value \$.001 per share, of the Registrant reserved for issuance under the Registrant's Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan. The Company's Board of Directors and shareholders approved this increase. Pursuant to and as permitted by General Instruction E to Form S-8, the contents of GameStop Holdings Corp.'s Registration Statements on Form S-8, File No. 333-82652 and No. 333-126154 and GameStop Corp.'s Registration Statement on Form S-8, File No. 333-144777, including, without limitation, periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant are hereby incorporated by reference herein, and the opinions and consents listed in Item 8 below are attached hereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan (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).
 - 5.1 Opinion of Bryan Cave LLP, counsel to GameStop Corp., as to certain legal matters in connection with the shares of Class A Common Stock being registered.
 - 23.1 Consent of BDO Seidman, LLP.
 - 23.2 Consent of Bryan Cave LLP (included as part of Exhibit 5.1).
 - 24.1 Power of Attorney (included on signature page of this Registration Statement).
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grapevine, State of Texas, on the 4th day of February, 2010.

GAMESTOP CORP.

By: /s/ Daniel A. DeMatteo
Daniel A. DeMatteo
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint R. Richard Fontaine, Daniel A. DeMatteo and Catherine R. Smith, and each or any of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement on Form S-8, and to file the same with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Capacity	Date
<u>/s/ R. Richard Fontaine</u> R. Richard Fontaine	Executive Chairman of the Board and Director	February 4, 2010
<u>/s/ Daniel A. DeMatteo</u> Daniel A. DeMatteo	Chief Executive Officer and Director (Principal Executive Officer)	February 4, 2010
<u>/s/ Catherine R. Smith</u> Catherine R. Smith	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 4, 2010
<u>/s/ Robert A. Lloyd</u> Robert A. Lloyd	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 4, 2010
<u>/s/ Jerome L. Davis</u> Jerome L. Davis	Director	February 4, 2010
<u>/s/ Steven R. Koonin</u> Steven R. Koonin	Director	February 4, 2010
<u>/s/ Leonard Riggio</u> Leonard Riggio	Director	February 4, 2010

<u>/s/ Michael N. Rosen</u> Michael N. Rosen	Director	February 4, 2010
<u>/s/ Stephanie M. Shern</u> Stephanie M. Shern	Director	February 4, 2010
<u>/s/ Stanley P. Steinberg</u> Stanley P. Steinberg	Director	February 4, 2010
<u>/s/ Gerald R. Szczepanski</u> Gerald R. Szczepanski	Director	February 4, 2010
<u>/s/ Edward A. Volkwein</u> Edward A. Volkwein	Director	February 4, 2010
<u>/s/ Lawrence S. Zilavy</u> Lawrence S. Zilavy	Director	February 4, 2010

EXHIBIT INDEX

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 - 23.1 Consent of BDO Seidman, LLP.
 - 23.2 Consent of Bryan Cave LLP (included as part of Exhibit 5.1).
 - 24.1 Power of Attorney (included on signature page of this Registration Statement).
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February 4, 2010

GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051

Re: GameStop Corp. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to GameStop Corp., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 3,000,000 shares of the Company's Class A Common Stock, par value \$.001 per share (the "Shares"), pursuant to the above-referenced Registration Statement on Form S-8 filed with the Securities and Exchange Commission on February 4, 2010 (the "Registration Statement"). The Shares are reserved for issuance upon the exercise of options granted under the Company's Fourth Amended and Restated GameStop Corp. 2001 Incentive Plan (the "Incentive Plan").

In connection herewith, we have examined:

- 1) the Incentive Plan;
- 2) the Registration Statement; and
- 3) Resolutions adopted by the Company's Board of Directors relating to the authorization of the Incentive Plan and the issuance of the Shares.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's Second Amended and Restated Certificate of Incorporation and the Company's Amended and Restated By-laws, each as currently in effect, and such other corporate records, agreements and instruments of the Company, certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries, as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of

natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and certificates and statements of appropriate representatives of the Company.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares, when issued in accordance with the terms of the Incentive Plan and the applicable Share Option Agreements (as defined in the Incentive Plan), including payment of the applicable purchase price, will be duly authorized, validly issued, fully paid and nonassessable.

Our opinion herein reflects only the application of the Federal laws of the United States and, to the extent required by the foregoing opinion, the General Corporation Law of the State of Delaware. The opinion set forth herein is made as of the date hereof and is subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinion expressed herein is based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement this opinion should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinion, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

We consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including any prospectus constituting a part thereof, and any amendment thereto. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Securities and Exchange Commission thereunder.

We do not render any opinions except as set forth above. By your acceptance of this opinion letter, you agree that it may not be relied upon, circulated, quoted or otherwise referred to by any other person or for any other purpose without our prior written consent in each instance.

Very truly yours,

/s/ BRYAN CAVE LLP
BRYAN CAVE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

GameStop Corp.
Grapevine, Texas

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of GameStop Corp. of our report dated March 31, 2009, relating to the consolidated financial statements and financial statement schedule and the effectiveness of GameStop Corp.'s internal control over financial reporting, which appear in GameStop Corp.'s Annual Report on Form 10-K for the fiscal year ended January 31, 2009.

/s/ BDO SEIDMAN, LLP

BDO SEIDMAN, LLP

Dallas, Texas
February 4, 2010
