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| OMB Number: | 3235-0104 |
| Expires: | December 31, 2014 |
| Estimated average burden hours per response | 0.5 |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|--|---|--|---|
| 1. Name and Address of Reporting Person* KIM SUSAN Y <hr/> (Last) (First) (Middle) 1345 ENTERPRISE DRIVE <hr/> (Street) WEST CHESTER PA 19380 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/08/2005 | 3. Issuer Name and Ticker or Trading Symbol GameStop Corp. [GME] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p align="center">See Exhibit 1</p> | 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---|
| Common stock, par value \$.001 per share | 10 | D ⁽¹⁾ | |
| Common stock, par value \$.001 per share | 10 | D ⁽²⁾ | |
| Common stock, par value \$.001 per share | 10 | D ⁽³⁾ | |
| Common stock, par value \$.001 per share | 10 | I | See Exhibit 5 |
| Common stock, par value \$.001 per share | 10 | I | See Exhibit 6 |
| Common stock, par value \$.001 per share | 10 | I | See Exhibit 7 |
| Common stock, par value \$.001 per share | 47 | D ⁽⁴⁾ | |
| Common stock, par value \$.001 per share | 9,115,873 | D ⁽⁵⁾ | |
| Common stock, par value \$.001 per share | 9,115,873 | D ⁽⁶⁾ | |

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|---|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares ^M | | | |

Explanation of Responses:

1. See Exhibit 2
2. See Exhibit 3
3. See Exhibit 4
4. See Exhibit 8
5. See Exhibit 9
6. See Exhibit 10

Remarks:

Each of the reporting persons disclaims beneficial ownership of the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

In connection with an Agreement and Plan of Merger ("Merger Agreement"), dated as of April 17, 2005, among GameStop Corp., Electronics Boutique Holdings Corp. ("EB"), and certain other parties, each of the reporting persons received the reported shares of the Issuer in exchange for shares of EB common stock, previously held by the reporting person.

Exhibit 11: Joint Filer Information and Signatures.

Exhibit 12: Powers of Attorney for David T. Kim, Susan Y. Kim, John T. Kim and Agnes C. Kim.

/s/ Memma Kilgannon,
Attorney in Fact for Susan Y. Kim 10/14/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 1

The reporting persons filing this Form 3 may be deemed 10% owners as a group of which James J. Kim may also be deemed a member. See Exhibit 11 for Joint filer Information and Exhibit 12 for Powers of Attorney.

By Susan Y. Kim Trust

EB Nevada Inc. is the beneficial owner of 9,115,873 shares of the Issuer. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim family trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987. Susan Y. Kim is the settlor, trustee, and beneficiary of the Susan Y. Kim Trust. In addition, the trust agreement for each of the Kim family trusts authorizes the trustees of the trusts to vote the shares of Common Stock of the issuer held by them, in their discretion, in concert with James J. Kim's family.

By David D. Kim Trust

EB Nevada Inc. is the beneficial owner of 9,115,873 shares of the Issuer. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim family Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987. David D. Kim is the settlor, trustee, and beneficiary of the David D. Kim Trust. In addition, the trust agreement for each of the Kim family trusts authorizes the trustees of the trusts to vote the shares of Common Stock of the issuer held by them, in their discretion, in concert with James J. Kim's family.

By John T. Kim Trust

EB Nevada Inc. is the beneficial owner of 9,115,873 shares of the Issuer. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim family trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987. John T. Kim is the settlor, trustee, and beneficiary of the John T. Kim Trust. In addition, the trust agreement for each of the Kim family trusts authorizes the trustees of the trusts to vote the shares of Common Stock of the issuer held by them, in their discretion, in concert with James J. Kim's family.

By David D. Kim as settlor, trustee, and beneficiary of the David D. Kim Trust

By John T. Kim as settlor, trustee, and beneficiary of the John T. Kim Trust

By Susan Y. Kim as settlor, trustee, and beneficiary of the Susan Y. Kim Trust

By Agnes C. Kim jointly and severally with James J. Kim

Shares received, pursuant to the Merger Agreement, in exchange for 60 shares of EB common stock, which Agnes C. Kim owned jointly and severally with James J. Kim. Agnes C. Kim is the spouse of James J. Kim and the mother of Susan Y. Kim, John T. Kim and David D. Kim. Agnes Kim owns the reported shares jointly and severally with James J. Kim.

By EB Nevada Inc.

EB Nevada Inc. is the beneficial owner of 9,115,873 shares of the Issuer. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987.

By The Electronics Boutique, Inc.

EB Nevada Inc. is the beneficial owner of 9,115,873 shares of the Issuer. EB Nevada Inc. is a wholly-owned subsidiary of The Electronics Boutique, Inc., all of the outstanding capital stock of which is owned by James J. Kim and Agnes C. Kim (the parents of Susan Y. Kim, John T. Kim and David D. Kim) and the Kim Trusts, which are the David D. Kim Trust of December 31, 1987, the John T. Kim Trust of December 31, 1987 and the Susan Y. Kim Trust of December 31, 1987.

Joint Filer Information

Name of Joint Filer: John T. Kim individually and as settlor, trustee, and beneficiary of John T. Kim Trust of 12/31/87

Address: 1345 Enterprise Drive
West Chester, Pennsylvania 19380

Designated Filer: Susan Y. Kim

Issuer & Ticker Symbol: GameStop Corp. (GME)

Date of Event Requiring Statement: October 8, 2005

Signature: /S/ MEMMA S. KILGANNON
As Attorney-in-Fact for John T. Kim, in his capacities listed above (see attached power of attorney)

* * * * *

Name of Joint Filer: David D. Kim individually and as settlor, trustee and beneficiary of David D. Kim Trust of 12/31/87

Address: 1345 Enterprise Drive
West Chester, Pennsylvania 19380

Designated Filer: Susan Y. Kim

Issuer & Ticker Symbol: GameStop Corp. (GME)

Date of Event Requiring Statement: October 8, 2005

Signature: /S/ MEMMA S. KILGANNON
As Attorney-in-Fact for David D. Kim, in his capacities listed above (see attached power of attorney)

* * * * *

Name of Joint Filer: Susan Y. Kim individually and as settlor, trustee and beneficiary of Susan Y. Kim Trust of 12/31/87

Address: 1345 Enterprise Drive
West Chester, Pennsylvania 19380

Designated Filer: Susan Y. Kim

Issuer & Ticker Symbol: GameStop Corp. (GME)

Date of Event Requiring Statement: October 8, 2005

Signature: /S/ MEMMA S. KILGANNON
As Attorney-in-Fact for Susan Y. Kim, in her capacities listed above (see attached power of attorney)

* * * * *

Name of Joint Filer: Agnes C. Kim

Address: 1345 Enterprise Drive
West Chester, Pennsylvania 19380

Designated Filer: Susan Y. Kim

Issuer & Ticker Symbol: GameStop Corp. (GME)

Date of Event
Requiring Statement: October 8, 2005

Signature: /S/ MEMMA S. KILGANNON
As Attorney-in-Fact for Agnes C. Kim,
(see attached power of attorney)

* * * * *

Name of Joint Filer: EB Nevada, Inc.

Address: 1345 Enterprise Drive
West Chester, Pennsylvania 19380

Designated Filer: Susan Y. Kim

Issuer & Ticker Symbol: GameStop Corp. (GME)

Date of Event
Requiring Statement: October 8, 2005

Signature: /S/ SUSAN Y. KIM

* * * * *

Name of Joint Filer: The Electronics Boutique, Inc.

Address: 1345 Enterprise Drive
West Chester, Pennsylvania 19380

Designated Filer: Susan Y. Kim

Issuer & Ticker Symbol: GameStop Corp. (GME)

Date of Event
Requiring Statement: October 8, 2005

Signature: /S/ SUSAN Y. KIM

* * * * *

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact of the undersigned to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by GameStop Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedule 13D or 13G in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and 13G and to timely file such form or schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Schedule 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of October, 2005.

/S/ John T. Kim
Signature

John T. Kim
Print Name

Know all by these presents, that the undersigned hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact of the undersigned to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by GameStop Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedule 13D or 13G in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and 13G and to timely file such form or schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Schedule 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of October, 2005.

/S/ David D. Kim
Signature

David D. Kim
Print Name

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact of the undersigned to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as the beneficial owner (as defined in Section 13(d) of the

Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by GameStop Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedule 13D or 13G in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;

- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and 13G and to timely file such form or schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Schedule 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of October, 2005.

/S/ Susan Y. Kim
Signature

Susan Y. Kim
Print Name

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Memma S. Kilgannon the true and lawful attorney-in-fact of the undersigned to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as the beneficial owner (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder) of more than five percent or ten percent of one or more of the classes of equity securities issued by GameStop Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the 1934 Act and the rules thereunder or Schedule 13D or 13G in accordance with Section 13(d) and 13(g) of the 1934 Act and the rules thereunder;

- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 and Schedule 13D and 13G and to timely file such form or schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 13 or 16 of the 1934 Act or the rules thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Schedule 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of October, 2005.

/S/ Agnes C. Kim
Signature

Agnes C. Kim
Print Name