

GSC Holdings Corp.
Form 3
October 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â SHERN STEPHANIE M
(Last) (First) (Middle)

11 GREENBRIAR ROAD
(Street)

LITTLE FALLS,Â NJÂ 07424
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/08/2005

3. Issuer Name **and** Ticker or Trading Symbol
GSC Holdings Corp. [GME]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock, par value \$.001 per
share ⁽¹⁾ 11,000 ⁽²⁾

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) ⁽¹⁾	10/08/2005	05/22/2012	Class A Common Stock	15,000	\$ 21.25	D	Â
Stock Option (Right to Buy) ⁽¹⁾	Â ⁽³⁾	06/28/2014	Class A Common Stock	21,000	\$ 15.1	D	Â
Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁴⁾	09/07/2015	Class A Common Stock	24,000	\$ 35.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERN STEPHANIE M 11 GREENBRIAR ROAD LITTLE FALLS,Â NJÂ 07424	Â X	Â	Â	Â

Signatures

/s/ Stephanie M.
Shern

10/11/2005

⁽¹⁾Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) See Remarks.

(2) Represents 1,000 shares of GameStop Class A Common Stock and 10,000 shares of restricted GameStop Class A Common Stock. The restricted stock vests in two equal annual installments on September 8, 2006 and September 8, 2007.

(3) One third of these options are immediately exercisable and the remaining two thirds become exercisable on June 29 of each of the years 2006 and 2007.

(4) One third of these options become exercisable on September 8 of each of the years 2006 through 2008.

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Remarks:

AsÂ aÂ resultÂ of,Â andÂ pursuantÂ to,Â theÂ consummationÂ onÂ OctoberÂ 8,Â 2005Â ofÂ theÂ businessÂ combinationÂ transactionÂ (theÂ "Transaction")Â betweenÂ GameStopÂ Corp.,Â nowÂ knownÂ asÂ GameStopÂ Holdings "Company"),Â andÂ ElectronicsÂ BoutiqueÂ HoldingsÂ Corp.Â pursuantÂ toÂ whichÂ theÂ CompanyÂ becameÂ aÂ wholly subsidiaryÂ ofÂ GSCÂ HoldingsÂ Corp.,Â nowÂ knownÂ asÂ GameStopÂ Corp.Â ("GameStop"),Â (a)Â eachÂ shareÂ ofÂ the Person'sÂ CompanyÂ ClassÂ AÂ CommonÂ StockÂ wasÂ convertedÂ intoÂ theÂ rightÂ toÂ receiveÂ oneÂ shareÂ ofÂ GameStopÂ CommonÂ Stock,Â (b)Â eachÂ ofÂ theÂ ReportingÂ Person'sÂ sharesÂ ofÂ restrictedÂ CompanyÂ ClassÂ AÂ CommonÂ Stock notÂ vestedÂ immediatelyÂ priorÂ toÂ theÂ effectiveÂ timeÂ ofÂ theÂ Transaction,Â wasÂ convertedÂ intoÂ sharesÂ ofÂ GameStopÂ ClassÂ AÂ CommonÂ StockÂ andÂ (c)Â eachÂ ofÂ theÂ ReportingÂ Person'sÂ optionsÂ toÂ acquireÂ sharesÂ ofÂ GameStopÂ ClassÂ AÂ CommonÂ Stock,Â whetherÂ orÂ notÂ vestedÂ immediatelyÂ priorÂ toÂ theÂ effectiveÂ timeÂ ofÂ theÂ Transaction,

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into the right to receive an option to acquire an equal number of shares of GameStop Class A same exercise price.

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

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