

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SHERN STEPHANIE M</p> <p>(Last) (First) (Middle)</p> <p>11 GREENBRIAR ROAD</p> <p>(Street)</p> <p>LITTLE FALLS,Â NJÂ 07424</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/08/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GSC Holdings Corp. [GME]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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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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	Class	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	^
Stock Option (Right to Buy) ⁽¹⁾	^ ⁽³⁾	06/28/2014	Class A Common Stock	21,000	\$ 15.1	D	^
Stock Option (Right to Buy) ⁽¹⁾	^ ⁽⁴⁾	09/07/2015	Class A Common Stock	24,000	\$ 35.88	D	^

Reporting Owners

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

Signatures

/s/ Stephanie M. Shern
 10/11/2005
 **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:

As a result of, and pursuant to, the consummation on October 8, 2005 of the business combination transaction (the "Transaction") between GameStop Corp., now known as GameStop Holdings "Company"), and Electronics Boutique Holdings Corp. pursuant to which the Company became a wholly owned subsidiary of GSC Holdings Corp., now known as GameStop Corp. ("GameStop"), (a) each share of the Reporting Person's Company Class A Common Stock was converted into the right to receive one share of GameStop Class A Common Stock, (b) each of the Reporting Person's shares of restricted Company Class A Common Stock, not vested immediately prior to the effective time of the Transaction, was converted into shares of GameStop Class A Common Stock and (c) each of the Reporting Person's options to acquire shares of GameStop Class A Common Stock, whether or not vested immediately prior to the effective time of the 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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