GSC Holdings Corp.
Form 8-A12B
October 03, 2005

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                   SECURITIES AND EXCHANGE COMMISSION
                        WASHINGTON, D.C. 20549

                              FORM 8-A

         FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
            PURSUANT TO SECTION 12(b) OR 12(g) OF THE
                  SECURITIES EXCHANGE ACT OF 1934


                         GSC HOLDINGS CORP.
                   (to be renamed GameStop Corp.)
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               (Exact Name of Registrant as Specified in Its Charter)


             Delaware                                20-2733559
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     (State of Incorporation or Organization)       (I.R.S. Employer
                                                    Identification No.)



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


    If this form relates to the          If this form relates to the
    registration of a class of           registration of a class of
    securities pursuant to Section        securities pursuant to Section
    12(b) of the Exchange Act and        12(g) of the Exchange Act and
    is effective pursuant to             is effective pursuant to
    General Instruction A.(c), please    General Instruction A.(d), please
    check the following box. [X]         check the following box. [ ]


Securities Act registration statement file number to which
this form relates:                                       333-125161
                                                        ---------------
                                                        (If applicable)


Securities to be registered pursuant to Section 12(b) of the Act:

   Title of Each Class                   Name of Each Exchange on which
   to be so Registered                   Each Class is to be Registered
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Class A Common Stock, par value          New York Stock Exchange
$.001 per share

Class B Common Stock, par value $.001    New York Stock Exchange
per share

Preferred Stock Purchase Rights          New York Stock Exchange


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Securities to be registered pursuant to Section 12(g) of the Act:

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                                    None
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                               (Title of Class)
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INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the Class A Common Stock, par value $.001 per share, and the Class B Common Stock, par value $.001 per share, to be registered hereby is incorporated by reference to the description contained under the heading "Description of Holdco Capital Stock – Common Stock" in the Joint Proxy Statement–Prospectus included in the Registrant's Registration Statement on Form S–4 (File No. 333–125161), as amended, filed with the Securities and Exchange Commission (the "Registration Statement").

The description of the Preferred Stock Purchase Rights to be registered hereby is incorporated by reference to the description contained under the heading "Description of Holdco Capital Stock – Preferred Stock" in the Joint Proxy Statement–Prospectus included in the Registrant's Registration Statement.

Item 2. Exhibits.

3.1 Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Registrant's Amendment No. 1 to Form S–4 filed on July 8, 2005 (Registration No. 333–125161)).

3.2 Amendment to Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8–K filed on October 7, 2005).

3.3 Amended and Restated Bylaws (filed as Exhibit 3.2 to the Registrant's Amendment No. 1 to Form S–4 filed on July 8, 2005 (Registration No. 333–125161)).

4.1 Form of specimen Stock Certificate for Registrant's Class A Common Stock.

4.2 Form of specimen Stock Certificate for Registrant's Class B Common Stock.

4.3. Rights Agreement dated as of June 27, 2005, between the Company and The Bank of New York, which includes as an exhibit the Summary of Rights to Purchase Preferred Stock (incorporated by reference to Exhibit 4.2 to the Company's Amendment No. 1 to Registration Statement on Form S–4 filed on July 8, 2005 (Registration No. 333–125161)).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed

on its behalf by the undersigned, thereto duly authorized.

                                        GSC HOLDINGS CORP.

Dated: October 3, 2005   By: /s/ David W. Carlson

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

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