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

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.)

(Exact Name of Registrant as Specified in Its Charter)

Delaware

20-2733559

(State of Incorporation or Organization)

(I.R.S. Employer
Identification No.)

625 Westport Parkway
Grapevine, Texas

76051

(Address of Principal Executive Offices)

(Zip Code)

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

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please 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
to be so Registered

Name of Each Exchange on which
Each Class is to be Registered

Class A Common Stock, par value
\$.001 per share

New York Stock Exchange

Class B Common Stock, par value \$.001
per share

New York Stock Exchange

Preferred Stock Purchase Rights

New York Stock Exchange

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

None

(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

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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