

Edgar Filing: KIM JAMES J - Form SC 13D

KIM JAMES J
Form SC 13D
October 17, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. __) *

GameStop Corp.
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

1326380
(CUSIP Number)

Merrill R. Steiner, Esq.
Stradley Ronon Stevens & Young LLP
2600 One Commerce Square
Philadelphia, Pennsylvania 19103
(215) 564-8039

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 08, 2005

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that

Edgar Filing: KIM JAMES J - Form SC 13D

Page 1 of 21 Pages

section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 21 Pages

CUSIP No. 1326380

13D

Page 3 of 21 Pages

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

The Group is comprised of the following persons:

1. James J. Kim
2. Agnes C. Kim
3. David D. Kim, as Trustee
4. John T. Kim, as Trustee
5. Susan Y. Kim, as Trustee
6. David D. Kim Trust of 12/31/87
7. John T. Kim Trust of 12/31/87
8. Susan Y. Kim Trust of 12/31/87
9. EB Nevada Inc.
10. The Electronics Boutique, Inc.

2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐

3. SEC Use Only

4. Source of Funds* Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐

6. Citizenship or Place of Organization Not applicable; not organized

Number of Shares	7. Sole Voting Power	Not applicable
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	9,115,950 shares, or 21.48% of the common stock
	9. Sole Dispositive Power	Not applicable
	10. Shared Dispositive Power	9,115,950 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,950 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☐

13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding

14. Type of Reporting Person* 00

Edgar Filing: KIM JAMES J - Form SC 13D

CUSIP No. 1326380

13D

Page 4 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
James J. Kim
 2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
 3. SEC Use Only
 4. Source of Funds*
Not applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
United States Citizen
- | | | |
|--------------|------------------------------|---|
| Number of | 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| Shares | | |
| Beneficially | 8. Shared Voting Power | 9,115,920 shares, or 21.48% of the common stock |
| Owned by | | |
| Each | 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |
| Reporting | | |
| Person With | 10. Shared Dispositive Power | 9,115,920 shares, or 21.48% of the common stock |
| | | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,920 shares of common stock
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
 13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding
 14. Type of Reporting Person* IN

CUSIP No. 1326380

13D

Page 5 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Agnes C. Kim
 2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
 3. SEC Use Only
 4. Source of Funds*
Not applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
United States Citizen
- | | | |
|-----------|----------------------|----------------|
| Number of | 7. Sole Voting Power | Not applicable |
| Shares | | |

Edgar Filing: KIM JAMES J - Form SC 13D

Shares
Beneficially Owned by Each Reporting Person With

8. Shared Voting Power	9,115,920 shares, or 21.48% of the common stock
9. Sole Dispositive Power	Not applicable
10. Shared Dispositive Power	9,115,920 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,920 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ [X]

13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding

14. Type of Reporting Person* IN

CUSIP No. 1326380 13D Page 6 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
David D. Kim, as Trustee

2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐

3. SEC Use Only

4. Source of Funds*
Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐

6. Citizenship or Place of Organization
United States Citizen

Number of Shares

7. Sole Voting Power	0 shares, or 0% of the common stock outstanding
8. Shared Voting Power	9,115,883 shares, or 21.48% of the common stock
9. Sole Dispositive Power	0 shares, or 0% of the common stock outstanding
10. Shared Dispositive Power	9,115,883 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,883 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ [X]

13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding

14. Type of Reporting Person* IN

Edgar Filing: KIM JAMES J - Form SC 13D

CUSIP No. 1326380

13D

Page 7 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
John T. Kim, as Trustee
 2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
 3. SEC Use Only
 4. Source of Funds*
Not applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
United States Citizen
- | | | |
|--|------------------------------|---|
| Number of Shares | 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
| Beneficially Owned by Each Reporting Person With | 8. Shared Voting Power | 9,115,883 shares, or 21.48% of the common stock |
| | 9. Sole Dispositive Power | 0 shares, or 0% of the common stock outstanding |
| | 10. Shared Dispositive Power | 9,115,883 shares, or 21.48% of the common stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,883 shares of common stock
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
 13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding
 14. Type of Reporting Person* IN

CUSIP No. 1326380

13D

Page 8 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Susan Y. Kim, as Trustee
 2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
 3. SEC Use Only
 4. Source of Funds*
Not applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
United States Citizen
- | | | |
|------------------|----------------------|---|
| Number of Shares | 7. Sole Voting Power | 0 shares, or 0% of the common stock outstanding |
|------------------|----------------------|---|

Edgar Filing: KIM JAMES J - Form SC 13D

Shares		
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	9,115,883 shares, or 21.48% of the common stock
	9. Sole Dispositive Power	0 shares, or 0% of the common stock outstanding
	10. Shared Dispositive Power	9,115,883 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,883 shares of common stock
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ [X]
13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding
14. Type of Reporting Person* IN

CUSIP No. 1326380 13D Page 9 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
David D. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
6. Citizenship or Place of Organization
Organized in the Commonwealth of Pennsylvania

Number of Shares	7. Sole Voting Power	0 shares, or 0% of the common stock outstanding
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	9,115,883 shares, or 21.48% of the common stock
	9. Sole Dispositive Power	0 shares, or 0% of the common stock outstanding
	10. Shared Dispositive Power	9,115,883 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,883 shares of common stock
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ [X]
13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding
14. Type of Reporting Person* OO

Edgar Filing: KIM JAMES J - Form SC 13D

CUSIP No. 1326380

13D

Page 10 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
John T. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
6. Citizenship or Place of Organization
Organized in the Commonwealth of Pennsylvania

Number of Shares	7. Sole Voting Power	0 shares, or 0% of the common stock outstanding
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	9,115,883 shares, or 21.48% of the common stock
	9. Sole Dispositive Power	0 shares, or 0% of the common stock outstanding
	10. Shared Dispositive Power	9,115,883 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,883 shares of common stock
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding
14. Type of Reporting Person* OO

CUSIP No. 1326380

13D

Page 11 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Susan Y. Kim Trust of 12/31/87
2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
3. SEC Use Only
4. Source of Funds*
Not applicable
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
6. Citizenship or Place of Organization
Organized in the Commonwealth of Pennsylvania

Edgar Filing: KIM JAMES J - Form SC 13D

Number of Shares	7. Sole Voting Power	0 shares, or 0% of the common stock outstanding
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	9,115,883 shares, or 21.48% of the common stock
	9. Sole Dispositive Power	0 shares, or 0% of the common stock outstanding
	10. Shared Dispositive Power	9,115,883 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,883 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ [X]

13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding

14. Type of Reporting Person* OO

CUSIP No. 1326380 13D Page 12 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
EB Nevada Inc.

2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐

3. SEC Use Only

4. Source of Funds*
Not applicable

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐

6. Citizenship or Place of Organization
Organized in the State of Nevada

Number of Shares	7. Sole Voting Power	Not applicable
Beneficially Owned by Each Reporting Person With	8. Shared Voting Power	9,115,873 shares, or 21.48% of the common stock
	9. Sole Dispositive Power	Not applicable
	10. Shared Dispositive Power	9,115,873 shares, or 21.48% of the common stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,873 shares of common stock

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☐

13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding

14. Type of Reporting Person* CO

Edgar Filing: KIM JAMES J - Form SC 13D

CUSIP No. 1326380

13D

Page 13 of 21 Pages

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
The Electronics Boutique, Inc.
 2. Check the Appropriate Box if a Member of a Group* (a) ☐ (b) ☐
 3. SEC Use Only
 4. Source of Funds*
Not applicable
 5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
Organized in the Commonwealth of Pennsylvania
- | | | |
|--|------------------------------|---|
| Number of Shares | 7. Sole Voting Power | Not applicable |
| Beneficially Owned by Each Reporting Person With | 8. Shared Voting Power | 9,115,873 shares, or 21.48% of the common stock |
| | 9. Sole Dispositive Power | Not applicable |
| | 10. Shared Dispositive Power | 9,115,873 shares, or 21.48% of the common stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,115,873 shares of common stock
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☐
 13. Percent of Class Represented by Amount in Row (11) 21.48% of the common stock outstanding
 14. Type of Reporting Person* CO

Item 1. Security and Issuer.

This Statement on Schedule 13D (the "Schedule 13D") relates to the shares of Class A common stock, par value \$0.001 per share ("Common Stock"), of GameStop Corp., a Delaware corporation (the "Company"), with its principal place of business at 625 Westport Parkway, Grapevine, Texas, 76051.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed by a group consisting of James J. Kim, Agnes C. Kim, David D. Kim, as Trustee, John T. Kim, as Trustee, Susan Y. Kim, as Trustee (the "Kim Family"), David D. Kim Trust of 12/31/87, John T. Kim Trust of 12/31/87, Susan Y. Kim Trust of 12/31/87 (the "Kim Trusts"), EB Nevada Inc., a Nevada corporation, and The Electronics Boutique, Inc., a Pennsylvania corporation, (the "Kim Companies" and together with the Kim Family and the Kim Trusts, the "Reporting Persons"). Attached as Schedule I hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment, and (d) the name, principal

Edgar Filing: KIM JAMES J - Form SC 13D

business, and address of any corporation or other organization in which such employment is conducted, of each director and executive officer of each of the Kim Companies.

(b) The principal business address for the Kim Family and the Kim Trusts is 1345 Enterprise Drive, West Chester, Pennsylvania, 19380. The principal business address for EB Nevada Inc. is 2251A Renaissance Drive, Suite 4, Las Vegas, Nevada, 89119. The principal business address for The Electronics Boutique, Inc. is 931 South Matlack Street, West Chester, Pennsylvania, 19382.

(c) Attached as Schedule II hereto and incorporated herein by reference is a list containing (a) the present principal occupation or employment and (b) the name, principal business, and address of any corporation or other organization in which such employment is conducted, of each member of the Kim Family. The principal business of the Kim Trusts is purchasing, holding, and selling securities and other assets for investment purposes. The principal business of EB Nevada Inc. is purchasing, holding, and selling securities of the Company for investment purposes. The principal business of The Electronics Boutique, Inc. is purchasing, holding, and selling securities of EB Nevada Inc. for investment purposes.

(d) None of the Reporting Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of state securities laws or finding any violation with respect to such laws.

(e) To the knowledge of the Reporting Persons, during the last five years, none of the directors or officers of the Kim Companies has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) For each Reporting Person, the response to Row 6 on the cover page, indicating the citizenship or place of organization of such person, is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

The Class A common stock shares of GameStop Corp., were acquired in exchange for shares of common stock in Electronics Boutique Holdings Corp., as further described in Item 5(c).

Item 4. Purpose of Transaction.

Page 14 of 21 Pages

Not Applicable.

Item 5. Interest in Securities of the Company.

(a) For each Reporting Person, the response to Row 11 on the cover page, indicating the aggregate number and percentage of shares of Common Stock beneficially owned by each Reporting Person, is incorporated herein by reference. The ownership percentages were calculated based on 42,434,818

Edgar Filing: KIM JAMES J - Form SC 13D

outstanding shares of Class A Common Stock as of October 17, 2005. Each Reporting Person states that the filing of this Schedule 13D shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Securities Act of 1933, as amended, the beneficial owner of the shares of Common Stock reported as beneficially owned by the other Reporting Persons in this Schedule 13D.

(b) For each Reporting Person, the response to Row 7 on the cover page, indicating the number of shares as to which such person has the sole power to vote or to direct the vote, is incorporated herein by reference.

For each Reporting Person, the response to Row 8 on the cover page, indicating the aggregate number of shares as to which such person has shared power to vote or to direct the vote, is incorporated herein by reference.

For each Reporting Person, the response to Row 9 on the cover page, indicating the number of shares as to which such person has the sole power to dispose or to direct the disposition, is incorporated herein by reference.

For each Reporting Person, the response to Row 10 on the cover page, indicating the number of shares as to which such person has the shared power to dispose or to direct the disposition, is incorporated herein by reference.

(c) Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") among Electronics Boutique Holdings Corp. ("EB"), GameStop Corp., GameStop, Inc., a Minnesota corporation, GSC Holdings Corp., a Delaware corporation, Cowboy Subsidiary LLC, a Delaware limited liability company, Eagle Subsidiary LLC, a Delaware limited liability company, shares of EB were exchanged on October 8th, 2005 at a closing held at the offices of Bryan Cave LLP (counsel to GameStop Corp.) New York, New York as follows:

James J. Kim and Agnes C. Kim exchanged 60 shares of EB they owned jointly and severally for 47 shares of GameStop Corp., which they own jointly and severally. (1)

David D. Kim, as Trustee, exchanged 13 shares of EB for 10 shares of GameStop Corp. (1)

John T. Kim, as Trustee, exchanged 13 shares of EB for 10 shares of GameStop Corp. (1)

Susan Y. Kim, as Trustee, exchanged 13 shares of EB for 10 shares of GameStop Corp. (1)

David D. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (1)

John T. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (1)

Susan Y. Kim Trust of 12/31/87 exchanged 13 shares of EB for 10 shares of GameStop Corp. (1)

EB Nevada Inc. exchanged 11,569,100 shares of EB for 9,115,873 shares of GameStop Corp. (1)

The Electronics Boutique, Inc. exchanged 11,569,100 shares of EB for 9,115,873 shares of GameStop Corp. (1)

Edgar Filing: KIM JAMES J - Form SC 13D

James J. Kim disposed of 260,894 shares in EB options, as reported on a Form 4 dated September 12, 2005. Susan Y. Kim disposed of 15,001 shares in EB options, as reported on a Form 4 dated September 12, 2005.

1. 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, with David D. Kim as trustee of the David D. Kim Trust of December 31, 1987, Susan Y. Kim as trustee of the Susan Y. Kim Trust of December 31, 1987 and John T. Kim as trustee of the John T. Kim Trust of December 31, 1987, may be deemed to hold indirectly 9,115,873 shares of Class A common stock in the Company through The Electronics Boutique, Inc. and EB Nevada Inc. The trust agreement for each of these trusts authorizes the trustees of the trusts to vote the shares of common stock held by The Electronics Boutique, Inc. and EB Nevada Inc, in their discretion, in concert with James Kim's family. 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 listed above.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Company.

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. David D. Kim is the trustee of the David D. Kim Trust of December 31, 1987, Susan Y. Kim is the trustee of the Susan Y. Kim Trust of December 31, 1987 and John T. Kim is the trustee of the John T. Kim Trust of December 31, 1987. The trust agreement for each of these trusts authorizes the trustees of the trusts to vote the shares of Common Stock common stock held by The Electronics Boutique, Inc. and EB Nevada Inc, in their discretion, in concert with James Kim's family.

Item 7. Material Filed as Exhibits.

Schedule I - Directors and Executive Officers.
Schedule II - Kim Family.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: October 17, 2005

Edgar Filing: KIM JAMES J - Form SC 13D

/s/ James J. Kim*

James J. Kim

October 17, 2005

/s/ Agnes C. Kim*

Agnes C. Kim

October 17, 2005

Page 16 of 21 Pages

/s/ David D. Kim*

David D. Kim, as Trustee

October 17, 2005

/s/ John T. Kim*

John T. Kim, as Trustee

October 17, 2005

/s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

October 17, 2005

David D. Kim Trust of 12/31/87

By: /s/ David D. Kim*

David D. Kim, as Trustee

October 17, 2005

John T. Kim Trust of 12/31/87

By: /s/ John T. Kim*

John T. Kim, as Trustee

October 17, 2005

Susan Y. Kim Trust of 12/31/87

By: /s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

October 17, 2005

EB Nevada Inc.

By: /s/ Susan Y. Kim*

Name: Susan Y. Kim
Title: Senior Vice President

October 17, 2005

The Electronics Boutique, Inc.

By: /s/ Memma S. Kilgannon

Name: Memma S. Kilgannon
Title: Assistant Secretary

October 17, 2005

/s/ Memma S. Kilgannon

October 17, 2005

*Memma S. Kilgannon, as attorney in fact
for each reporting person indicated, pursuant to

Edgar Filing: KIM JAMES J - Form SC 13D

powers-of attorney previously filed with the
Securities and Exchange Commission

Page 17 of 21 Pages

EXHIBIT A

This Agreement made by the undersigned persons certifies that each undersigned person agrees that the statement on Schedule 13D to which this Exhibit A is attached is filed on behalf of each of them and the Group. The "Group" (as defined in Rule 13d-5(b)) may be deemed to be composed of the following persons:

James J. Kim
Agnes C. Kim
David D. Kim, as Trustee
John T. Kim, as Trustee
Susan Y. Kim, as Trustee
David D. Kim Trust of 12/31/87
John T. Kim Trust of 12/31/87
Susan Y. Kim Trust of 12/31/87
EB Nevada Inc.
The Electronics Boutique, Inc.

Each undersigned person further agrees that the information as it pertains to each undersigned is accurate and complete, and that each undersigned has no knowledge or reason to believe that information as it relates to the other persons making this filing is inaccurate.

/s/ James J. Kim*

James J. Kim

October 17, 2005

/s/ Agnes C. Kim*

Agnes C. Kim

October 17, 2005

/s/ David D. Kim*

David D. Kim, as Trustee

October 17, 2005

/s/ John T. Kim*

John T. Kim, as Trustee

October 17, 2005

/s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

October 17, 2005

David D. Kim Trust of 12/31/87

By: /s/ David D. Kim*

David D. Kim, as Trustee

October 17, 2005

John T. Kim Trust of 12/31/87

By: /s/ John T. Kim*

October 17, 2005

Edgar Filing: KIM JAMES J - Form SC 13D

John T. Kim, as Trustee

Page 18 of 21 Pages

Susan Y. Kim Trust of 12/31/87

By: /s/ Susan Y. Kim*

Susan Y. Kim, as Trustee

October 17, 2005

EB Nevada Inc.

By: /s/ Susan Y. Kim*

Name: Susan Y. Kim
Title: Senior Vice President

October 17, 2005

The Electronics Boutique, Inc.

By: /s/ Memma S. Kilgannon

Name: Memma S. Kilgannon
Title: Assistant Secretary

October 17, 2005

/s/ Memma S. Kilgannon

October 17, 2005

*Memma S. Kilgannon, as attorney in fact
for each reporting person indicated, pursuant to
powers-of attorney previously filed with the
Securities and Exchange Commission

Page 19 of 21 Pages

Schedule I

Directors and Executive Officers

EB NEVADA INC.

Name	Title	Citizenship	Principal Occupation or Employment, principal business, and address or other organization in which conducted)
James J. Kim	Director, President & Chief Executive Officer	United States	Chairman of the Board, Electronics Boutique, Inc.; Chairman of the Board and Officer, Amkor Technology, Inc., Drive, West Chester, PA 19380; President and Director, EB Services Corporation; President, The Electronics Boutique, Inc.; President and Director, EB Nevada, Inc.
Susan Y. Kim	Director, Senior Vice President, Chief	United States	Director, Electronics Boutique, Inc.; Treasurer, EB Services Corporation

Edgar Filing: KIM JAMES J - Form SC 13D

	Financial Officer, Secretary & Treasurer		Electronics Boutique, Inc.; and D and Treasurer, EB Nevada Inc.
Agnes C. Kim	Director	United States	Director, EB Nevada Inc.; Directo Boutique, Inc.

THE ELECTRONICS BOUTIQUE, INC.

Name	Title	Citizenship	Principal Occupation or Employment principal business, and address of other organization in which su conducted)
James J. Kim	President	United States	Chairman of the Board, Electronics Corp.; Chairman of the Board and C Officer, Amkor Technology, Inc., 1 Drive, West Chester, PA 19380; President and Director, EB Service President, The Electronics Boutiqu President and Director, EB Nevada
Susan Y. Kim	Treasurer	United States	Director, Electronics Boutique Hol Treasurer, EB Services Corporation Electronics Boutique, Inc.; and Di and Treasurer, EB Nevada Inc.
Agnes C. Kim	Director	United States	Director, EB Nevada Inc.; and Dire Electronics Boutique, Inc.
Memma Kilgannon	Assistant Secretary	United States	Assistant Secretary, The Electroni and Assistant Secretary, EB Servic

Page 20 of 21 Pages

Schedule II

Kim Family

Name	Principal Occupation or Employment (including name, principal business, a corporation or other organization in which such employment is co
James J. Kim	Chairman of the Board, Electronics Boutique Holdings Corp.; Chairman of the Executive Officer, Amkor Technology, Inc., 1345 Enterprise Drive, West Ches President and Director, EB Services Corporation; President, The Electronics and President and Director, EB Nevada Inc.
Agnes C. Kim	Director, EB Nevada Inc.; Director, The Electronics Boutique, Inc.
Susan Y. Kim	Director, Electronics Boutique Holdings Corp.; Treasurer, EB Services Corpo The Electronics Boutique, Inc.; and Director, Secretary and Treasurer, EB N
David D. Kim	Private Investor, 569 Portlock Road, Honolulu, HI 96825

Edgar Filing: KIM JAMES J - Form SC 13D

John T. Kim

Director, Amkor Technology, Inc., 1900 S. Price Road, Chandler, AZ 85248.

Page 21 of 21 Pages