

GameStop Corp.
Form DEF 14A
May 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to (§)240.14a-12

GameStop Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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625 Westport Parkway

Grapevine, Texas 76051

May 20, 2013

Dear Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of GameStop Corp. The meeting will be held at 1:00 p.m., Central Standard Time, on Tuesday, June 25, 2013 at the Hilton Southlake Town Square, 1400 Plaza Place, Southlake, Texas 76092.

Information about the meeting and the various matters on which the stockholders will act is included in the Notice of Annual Meeting of Stockholders and Proxy Statement which follow. Also included are a Proxy Card and postage paid return envelope.

It is important that your shares are represented at the Annual Meeting whether or not you plan to attend. Accordingly, we request your cooperation by signing, dating and mailing the enclosed proxy card, or voting by telephone or electronically through the Internet as soon as possible to ensure your representation at the Annual Meeting.

Thank you for your continued interest in GameStop Corp.

Sincerely,

Daniel A. DeMatteo

Executive Chairman

625 Westport Parkway

Grapevine, Texas 76051

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

| | |
|-------------------|--|
| TIME | 1:00 p.m. Central Standard Time, on Tuesday, June 25, 2013 |
| PLACE | HiltonSouthlake Town Square 1400Plaza Place Southlake, Texas 76092 |
| MEETING FORMAT | The Annual Meeting will include prepared remarks, followed by a live, interactive question and answer session with senior executives. |
| ITEMS OF BUSINESS | <ol style="list-style-type: none">(1) Elect four Directors to serve until the 2016 annual meeting of stockholders and until their respective successors are duly elected and qualified.(2) Provide an advisory vote related to GameStop Corp. s executive compensation as disclosed in these materials.(3) Approve the amendment to GameStop Corp. s Second Amended and Restated Certificate of Incorporation to declassify the board of directors.(4) Approve the GameStop Corp. Amended and Restated 2011 Incentive Plan. |
| RECORD DATE | You may vote if you are a stockholder of record at the close of business on May 2, 2013. |
| ANNUAL REPORT | GameStop Corp. s 2012 Annual Report, which is not part of the proxy soliciting material, is enclosed. |
| PROXY VOTING | It is important that your shares be represented and voted at the Annual Meeting. Please have your proxy card available and vote in one of the following three ways: <ol style="list-style-type: none">(1) VISIT THE WEBSITE shown on the proxy card or www.proxyvoting.com to vote through the Internet, or(2) USE THE TOLL-FREE TELEPHONE NUMBER shown on the proxy card to vote via telephone, or(3) MARK, SIGN, DATE AND PROMPTLY RETURN the enclosed proxy card in the postage-paid envelope. |

Any proxy may be revoked at any time prior to its exercise at the Annual Meeting.

If you have questions concerning the Annual Meeting or any of the proposals, please contact GameStop Corp. s proxy solicitor, Alliance Advisors at 200 Broadacres Drive, 3rd Floor, Bloomfield, NJ 07003 or call Alliance Advisors at 973-873-7700.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 25, 2013: the Proxy Statement and the accompanying Annual Report to Stockholders are available at <http://investor.gamestop.com>.

GameStop Corp.

625 Westport Parkway

Grapevine, Texas 76051

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 25, 2013

INTRODUCTION

This Proxy Statement and enclosed Proxy Card are being furnished commencing on or about May 28, 2013 in connection with the solicitation by the board of directors (the Board of Directors or the Board) of GameStop Corp., a Delaware corporation (together with its predecessor companies, GameStop, we, our, or the Company), of proxies for use at the Annual Meeting of Stockholders to be held on June 25, 2013 (the Meeting) for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Any proxy given pursuant to such solicitation and received in time for the Meeting will be voted as specified in such proxy. If no instructions are given, proxies will be voted **FOR** the election of the nominees listed below under the caption Election of Directors Information Concerning the Directors and Nominees Nominees for Election as Director, **FOR** the approval, by non-binding vote, of executive compensation as disclosed in these materials, **FOR** the approval of the amendment to GameStop Corp.'s Second Amended and Restated Certificate of Incorporation to declassify the Company's Board of Directors (the Board Declassification Amendment), **FOR** the approval of the GameStop Corp. Amended and Restated 2011 Incentive Plan (the Amended Plan), and in the discretion of the proxies named on the Proxy Card with respect to any other matters properly brought before the Meeting and any adjournments or postponements thereof. Any proxy may be revoked by written notice received by the Secretary of the Company at any time prior to the voting thereof by submitting a subsequent proxy or by attending the Meeting and voting in person.

Only holders of record of the Company's Class A Common Stock as of the close of business on May 2, 2013 are entitled to notice of and to vote at the Meeting. As of the record date, 118,855,826 shares of Class A Common Stock, par value \$.001 per share (the Common Stock), were outstanding. Each share of Common Stock entitles the record holder thereof to one vote on each of the proposals and on all other matters properly brought before the Meeting. The presence of a majority by vote of the outstanding shares of the Common Stock represented in person or by proxy at the Meeting will constitute a quorum.

Nominees for Director shall be elected by a majority of the votes cast in person or by proxy. A majority of the votes cast means the affirmative vote of a majority of the total votes cast for and against such nominee. Elected Directors will serve until the 2016 annual meeting of stockholders and until their respective successors are duly elected and qualified. The proposal to approve the Board Declassification Amendment requires the affirmative vote of 80% of the outstanding Common Stock. The proposals to approve the Amended Plan, the Company's executive compensation and all other matters that may be voted on at the Meeting, will require the affirmative vote of a majority of the votes cast on the proposal in person or by proxy at the Meeting. As an advisory vote, the proposal to approve executive compensation is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation program, and the Board, value the opinions expressed by our stockholders and will consider the results of the vote when making future compensation decisions.

With respect to the proposal to elect the four nominees for Director, abstentions and broker non-votes will not be included in vote totals and will have no effect on the outcome. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular matter because the nominee does not have discretionary voting power on that matter and has not received instructions from the beneficial owner. With respect to all other proposals, abstentions will be treated as votes cast and will have the same effect as a vote against the matter. Broker non-votes will not be considered as votes cast with respect to the advisory vote on the Company's executive compensation and the proposal to approve the Amended Plan, unless, in the case of the proposal to approve the Amended Plan, broker non-votes result in a failure to obtain total votes cast of more than 50% of the shares entitled to vote on such proposal. Abstentions and broker non-votes will count as votes

against the Board Declassification Amendment, as such proposal requires the affirmative vote of 80% of the outstanding Common Stock for approval.

Please note that under New York Stock Exchange (the NYSE) rules, brokers may not vote your shares on the election of Directors, the advisory vote on the Company s executive compensation, the proposal to approve the Board Declassification Amendment or the proposal to approve the Amended Plan in the absence of your specific instructions as to how to vote, so we encourage you to provide instructions to your broker regarding the voting of your shares.

A Proxy Card is enclosed for your use. YOU ARE SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS TO VOTE YOUR SHARES THROUGH THE INTERNET, BY TELEPHONE OR BY MAIL BY COMPLETING, SIGNING, DATING AND RETURNING THE PROXY CARD IN THE ACCOMPANYING ENVELOPE, which is postage-paid if mailed in the United States.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROXY STATEMENT, AND, IF GIVEN OR MADE, SUCH INFORMATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED. THE DELIVERY OF THIS PROXY STATEMENT SHALL, UNDER NO CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE OF THIS PROXY STATEMENT.

ELECTION OF DIRECTORS

PROPOSAL 1

Information Concerning the Directors and Nominees

Composition of the Board

Our Board of Directors currently consists of 11 Directors. Our certificate of incorporation provides that the authorized number of Directors may be changed only by resolution of the Board of Directors. Any additional directorships resulting from an increase in the number of Directors will be distributed among three classes of Directors, as provided for in our certificate of incorporation, so that, as nearly as possible, each class will consist of one-third of the total number of Directors. The three classes of Directors are as follows: Class 1, whose terms will expire at the annual meeting of stockholders to be held in 2015, Class 2, whose terms will expire at the Meeting, and Class 3, whose terms will expire at the annual meeting of stockholders to be held in 2014. Daniel A. DeMatteo, Shane S. Kim, J. Paul Raines and Kathy P. Vrabeck are in Class 1; R. Richard Fontaine, Jerome L. Davis, Steven R. Koonin and Stephanie M. Shern are in Class 2; and Thomas N. Kelly Jr., Gerald R. Szczepanski and Lawrence S. Zilavy are in Class 3. At each annual meeting of stockholders, the successors to Directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting following election.

At the Meeting, there is a proposal to phase-in the elimination of the classification of our Board, pursuant to stockholder approval of the Board Declassification Amendment. If the Board Declassification Amendment is approved by the Company s stockholders, as recommended by the Board, then (i) beginning at the 2014 annual meeting of stockholders, each of the nominees for director in 2014 would stand for election for a one-year term, (ii) at the 2015 annual meeting, each of the directors elected at the 2014 annual meeting and each of the nominees for director at the 2015 annual meeting would be elected for a one-year term, and (iii) at the 2016 annual meeting and at annual meetings after 2016, all of the nominees for director would be elected for a one-year term. This would result in the entire Board being elected annually for one-year terms beginning at the 2016 annual meeting of stockholders. If our stockholders do not approve the Board Declassification Amendment, then our Board will remain classified.

Effective November 15, 2011, at the recommendation of the Nominating and Corporate Governance Committee of the Board, the Board amended the Company's Corporate Governance Guidelines to establish a Director retirement age of 72. R. Richard Fontaine, if re-elected at the Meeting to serve on the Board for an additional term, will reach the Director retirement age of 72 during the first year of his next term. In accordance with the Company's amended Corporate Governance Guidelines, Mr. Fontaine will have to resign from the Board no later than the date of the 2014 annual meeting of stockholders unless the Executive Chairman grants a waiver of the retirement policy as permitted by the retirement policy. Given Mr. Fontaine's value to the Board and the Company, Mr. DeMatteo, as Executive Chairman, has granted this waiver.

Background information and qualifications with respect to our Board of Directors and nominees for election as Directors appear below. See Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters for information regarding such persons' holdings of equity securities of the Company.

The following table sets forth the names and ages of our Directors, the year they first became a Director and the positions they hold with the Company:

| Name | Age | Director Since* | Position with the Company |
|--------------------------|-----|-----------------|--------------------------------------|
| Daniel A. DeMatteo | 65 | 2002 | Executive Chairman and Director |
| J. Paul Raines | 49 | 2012 | Chief Executive Officer and Director |
| Jerome L. Davis(1) | 58 | 2005 | Director |
| R. Richard Fontaine | 71 | 2001 | Director |
| Thomas N. Kelly Jr.(2) | 66 | 2012 | Director |
| Shane S. Kim(2) | 50 | 2011 | Director |
| Steven R. Koonin(3) | 55 | 2007 | Director |
| Stephanie M. Shern(4) | 65 | 2002 | Director |
| Gerald R. Szczepanski(5) | 65 | 2002 | Director |
| Kathy P. Vrabeck(6) | 50 | 2012 | Director |
| Lawrence S. Zilavy(7) | 62 | 2005 | Director |

* Includes predecessor companies.

- (1) Chair of Nominating and Corporate Governance Committee.
- (2) Member of Compensation Committee.
- (3) Member of Nominating and Corporate Governance Committee.
- (4) Chair of Audit Committee and lead independent Director.
- (5) Chair of Compensation Committee and member of Audit Committee.
- (6) Member of Audit Committee.
- (7) Member of Audit Committee and Nominating and Corporate Governance Committee.

The Board believes that each Director has valuable individual skills and experiences that, taken together, provide us with the variety and depth of knowledge necessary for effective oversight, direction and vision for the Company. As indicated in the following biographies, the current Directors, as well as the nominees, have extensive experience in a variety of fields including retail, entertainment, video games, consumer marketing, finance, real estate, consulting and communications, each of which the Board believes provides valuable knowledge related to the key components of the Company's business. In addition, the Board also believes that its Board members and nominees, as indicated in the following biographies, have each demonstrated significant leadership skills as a chief executive officer or chief operating officer, as a senior partner in a large services firm and as executive management in other large corporations. All of our current Board members have experience in oversight of public corporations due to their experience on the Board of Directors of GameStop and other companies. The Board believes that the skills and experience of each standing Director and nominee qualify them to serve as a Director of the Company.

Nominees for Election as Director

The following individuals are nominees for Director at the Meeting:

Jerome L. Davis is a Director and Chair of the Nominating and Corporate Governance Committee. Mr. Davis has served as a Director since October 2005. Mr. Davis served as Corporate Vice President of Food and Retail for Waste Management, Inc. from January 2010 to June 2012. Mr. Davis was President of Jerome L. Davis & Associates, LLC, a consulting firm focusing on executive coaching and leadership development from 2006 until December 2009. Mr. Davis was Global Vice President, Service Excellence for Electronic Data Systems, a business and technology services company, from July 2003 until October 2005. From May 2001 to July 2003, he served in various capacities at Electronic Data Systems, including Chief Client Executive Officer and President, Americas for Business Process Management. Prior to joining Electronic Data Systems, Mr. Davis served as President and Executive Officer of the Commercial Solutions Division of Maytag Corporation, a home and commercial appliance company, from October 1999 until May 2001. Mr. Davis served as Senior Vice President of Sales and Corporate Officer for Maytag Appliances Division from March 1998 to September 1999. From March 1992 to February 1998, Mr. Davis was Vice President of National Accounts and Area Vice President for Frito Lay. Mr. Davis also held senior executive positions in Sales and Marketing with Procter & Gamble from 1977 to 1992. Mr. Davis is currently a Director and a member of the Compensation Committee and the Nominating and Corporate Governance Committee of Apogee Enterprises, Inc. (Apogee), where he has been a Director since 2004. He previously chaired the Finance and Enterprise Risks Committee of Apogee for five years.

Director Qualifications: Mr. Davis brings to the Board 30 years of experience in Fortune 500 companies and extensive expertise and insight in multiple areas including marketing and sales, strategy development, international business, leadership development, succession planning, executive compensation and information technology. In addition, his experience as a Director of Apogee, including committee service, has given him insights and perspectives on finance, governance, human resources and compensation which benefit the Board.

R. Richard Fontaine is a Director. He served as our Chairman International from June 2010 until March 2013 and as our Executive Chairman of the Board from August 2008 until June 2010. Mr. Fontaine was our Chairman of the Board and Chief Executive Officer from GameStop's predecessor company's initial public offering in February 2002 until August 2008. In addition, Mr. Fontaine served as Chief Executive Officer of our predecessor companies from November 1996 to February 2002. He has been an executive officer or director in the video game industry since 1988.

Director Qualifications: Mr. Fontaine brings to the Board 25 years of experience as an executive officer or director in the video game industry and, as one of the founders of GameStop, 17 years of experience growing GameStop and its predecessor companies into the world's largest multichannel video game retailer. Mr. Fontaine's market knowledge and breadth of experience in numerous functions within the Company has resulted in a deep understanding of the opportunities and challenges facing the Company. The Company also benefits from Mr. Fontaine's entrepreneurial spirit and his network of contacts and relationships within the business community as we pursue new opportunities in our continued business transformation.

Steven R. Koonin is a Director and has served as a Director since June 2007. Mr. Koonin is a member of the Nominating and Corporate Governance Committee. Mr. Koonin is President of Turner Entertainment Networks (Turner), which includes TNT, TBS, truTV and Turner Classic Movies. Mr. Koonin joined Turner Broadcasting System in 2000 as Executive Vice President and General Manager of TNT. He added oversight of TBS in 2003 and was promoted to his current position in 2006. Mr. Koonin was responsible for the rebranding of TNT and TBS and for the development of some of the most successful programming in cable television history. He also led the rebrand of Court TV as truTV. Prior to joining Turner, Mr. Koonin spent 14 years with The Coca-Cola Company (Coca-Cola), including serving as Vice President of Consumer Marketing. Mr. Koonin is also a Director of the Metro Atlanta Chamber of Commerce, the Georgia Aquarium and the Fox Theatre.

Director Qualifications: Mr. Koonin brings to the Board 13 years of executive leadership experience with a leading provider of media entertainment and 14 years of experience with a globally-recognized consumer brand. Through his executive leadership experience at both Turner and Coca-Cola, he brings to the Board deep knowledge of the entertainment industry and content creation and delivery, as well as consumer branding strategy and tactics and insight into promoting growth strategies for consumer businesses.

Stephanie M. Shern is a Director and Chair of the Audit Committee and has served in these capacities since 2002. From 1995 until 2001, Mrs. Shern was the Vice Chair and Global Director of Retail and Consumer Products for Ernst & Young LLP (Ernst & Young) and a member of Ernst & Young 's Management Committee. Mrs. Shern became a Partner at Ernst & Young in 1981 and was with that firm for over 30 years. Mrs. Shern is currently a Director and Chair of the Audit Committee of The Scotts Miracle Gro Company (Scotts Miracle Gro) and a Director and member of the Audit and Remuneration Committees of Koninklijke Ahold N.V. (Royal Ahold). During the past five years, Mrs. Shern has also served as a Director of Embarq Corp, CenturyLink, Sprint Nextel Corp. (Sprint Nextel) and Nextel Communications, Inc. (Nextel). Mrs. Shern is a CPA and a member of the American Institute of CPAs and the New York State Society of CPAs. She is also a member of Pennsylvania State University 's Smeal College Accounting Advisory Board and a founding member of Tapestry Network 's Lead Director Network.

Director Qualifications: Mrs. Shern brings to the Board vast leadership, financial, international, marketing/consumer industry and retail experience from a nearly 40-year finance career focused significantly on retail and consumer industries in both the United States and abroad. In addition, as a current member of the Audit Committees of Scotts Miracle Gro (where she serves as Chair) and Royal Ahold and as a past member of Audit Committees of the board of directors of other public companies, Mrs. Shern has extensive financial experience. This experience has proven valuable to the Board, where Mrs. Shern serves as Chair of the Audit Committee and as the audit committee financial expert, as that term is defined in the applicable rules and regulations of the SEC.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF EACH NOMINEE FOR DIRECTOR NAMED ABOVE. PROXIES SOLICITED BY THIS PROXY STATEMENT WILL BE VOTED FOR EACH NOMINEE NAMED ABOVE UNLESS A VOTE AGAINST A NOMINEE OR AN ABSTENTION IS SPECIFICALLY INDICATED.

Other Directors whose Terms of Office Continue after the Meeting

Daniel A. DeMatteo is a Director and Executive Chairman, a position he has held since June 2010. He served as our Chief Executive Officer from August 2008 to June 2010. He served as Vice Chairman and Chief Operating Officer from March 2005 to August 2008. Prior to March 2005, Mr. DeMatteo served as President and Chief Operating Officer of the Company or our predecessor companies since November 1996. He has served on our Board since 2002 and has been an executive officer in the video game industry since 1988.

Director Qualifications: Mr. DeMatteo brings to the Board 17 years of experience growing GameStop and its predecessor companies into the world 's largest multichannel video game retailer and 25 years of experience as an executive officer in the video game industry. As one of the founders of GameStop, Mr. DeMatteo has demonstrated a record of leadership, innovation and achievement. With his experience with the Company in the roles of Executive Chairman, Vice Chairman, Chief Executive Officer, President and Chief Operating Officer, Mr. DeMatteo provides the Board a unique and valuable perspective on the Company 's operations, strategy and business, including his perspective on the formula for success that has brought the Company to its current industry-leading position. The Company also benefits from Mr. DeMatteo 's entrepreneurial spirit and his extensive network of contacts and relationships within the video game industry as we pursue new opportunities in our continued business transformation.

Thomas N. Kelly Jr. is a Director and a member of the Compensation Committee. He has served as a Director since July 2012. Mr. Kelly served as Executive Vice President, Transition Integration of Sprint Nextel, a

global communications company, from December 2005 until April 2006. He served as the Chief Strategy Officer of Sprint Nextel from August 2005 until December 2005. He served as the Executive Vice President and Chief Operating Officer of Nextel, which became Sprint Nextel, from February 2003 until August 2005, and as Executive Vice President and Chief Marketing Officer of Nextel from 1996 until February 2003. Mr. Kelly currently serves on the Board of Scotts Miracle Gro and as the Chair of its Compensation Committee.

Director Qualifications: Mr. Kelly brings to the Board extensive board experience as well as more than 25 years of leadership in the communications and wireless industries. His broad business knowledge in the communications and wireless industries brings valuable insight in supporting the advancement of the Company's mobile and digital strategies.

Shane S. Kim is a Director and a member of the Compensation Committee. He has served as a Director since July 2011. Mr. Kim worked for Microsoft Corporation (Microsoft) for almost 20 years, retiring in January 2010. For the last 15 years at Microsoft, Mr. Kim was with Microsoft's Interactive Entertainment Business division, most recently as its Corporate Vice President of Strategy and Business Development. Before that, Mr. Kim was the Corporate Vice President of Microsoft Game Studios, where he oversaw a team of approximately 1,000 programmers, designers, artists and producers developing a broad range of Xbox 360 and Windows titles. Since retiring from Microsoft in January 2010, Mr. Kim has been an independent adviser to companies in the interactive entertainment and digital media industries.

Director Qualifications: Mr. Kim brings to the Board nearly 21 years of experience in the constantly evolving video game industry and the associated rapidly changing technological landscape. His broad video game knowledge, his knowledge of Microsoft (one of the Company's largest suppliers) and business experience bring valuable insight in supporting the advancement of the Company's business and digital strategies.

J. Paul Raines is a Director and is GameStop's Chief Executive Officer, a role he has held since June 2010. He served as GameStop's Chief Operating Officer from September 2008 to June 2010. Prior to joining GameStop, Mr. Raines spent eight years with The Home Depot (Home Depot) in various management positions in retail operations, including as Executive Vice President of U.S. Stores and President of the Southern Division. Prior to Home Depot, he spent four years in global sourcing for L.L. Bean and ten years with Kurt Salmon Associates in their consumer products group. Mr. Raines serves on the Board of Directors of Advance Auto Parts, Inc. (Advance Auto Parts) and is the Chair of its Compensation Committee. He also serves on the Board of Trustees of the Georgia Tech Foundation, a non-profit organization.

Director Qualifications: Mr. Raines brings to the Board extensive experience in the strategic, operational and merchandising aspects of retail businesses. He also has broad international experience in Latin America, Europe and Asia. The Board benefits from Mr. Raines' insights gained from his experience and expertise in the areas of retail strategy, store operations, customer service, merchandising, manufacturing, marketing, loss prevention, real estate, supply chain and global sourcing. Additionally, Mr. Raines' service on the Advance Auto Parts Board of Directors and one of its committees provides the Board an additional unique perspective into corporate management and board dynamics at another specialty retail public company.

Gerald R. Szczepanski is a Director and has served as a Director for the Company and its predecessor companies since 2002. Mr. Szczepanski is Chair of the Compensation Committee and a member of the Audit Committee. Mr. Szczepanski is currently retired. Mr. Szczepanski was the co-founder, and, from 1994 to 2005, the Chairman and Chief Executive Officer of Gadzooks, Inc., a publicly traded specialty retailer of casual clothing and accessories for teenagers. On February 3, 2004, Gadzooks, Inc. filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (Case No. 04-31486-11). Mr. Szczepanski is also a Director of Rush Enterprises, Inc.

Director Qualifications: Mr. Szczepanski brings to the Board over 36 years of experience in the retail business. He has extensive leadership experience as both a chairman and a chief executive officer of a public company in the specialty retail industry.

Kathy P. Vrabeck is a Director and a member of the Audit Committee. She has served as a Director since June 2012. She is currently a Partner at Heidrick & Struggles International, Inc. (Heidrick & Struggles) in their Media, Entertainment and Digital practice. Prior to joining Heidrick & Struggles in July 2011, Ms. Vrabeck was with Legendary Pictures from March 2009 to March 2011 where she served as President, Legendary Digital and was responsible for the creation, management and delivery of digital entertainment, with a focus on video games, across current and next-generation platforms. From May 2007 to November 2008, Ms. Vrabeck was with Electronic Arts, Inc. (EA) where she served as President, EA Casual Entertainment and led EA s efforts in the fastest growing segments of the video game market: mobile, online, social networking and global media sales. Prior to joining EA, Ms. Vrabeck was with Activision, Inc. (Activision) from August 1999 to April 2006 where she served as President, Activision Publishing, overseeing Activision s product development and global brand management and publishing operations. Earlier in her career, Ms. Vrabeck held various marketing, sales and finance positions with ConAgra, The Pillsbury Company, Quaker Oats and Eli Lilly and Company. Ms. Vrabeck currently serves on the DePauw University Board of Trustees.

Director Qualifications: Ms. Vrabeck brings to the Board nearly 10 years of experience in senior executive leadership positions with major game and film makers. Her digital entertainment knowledge, her knowledge of two of the Company s largest suppliers and her business experience brings valuable insight in supporting the advancement of the Company s business and digital strategies.

Lawrence S. Zilavy is a Director and a member of the Audit Committee and the Nominating and Corporate Governance Committee. He has served as a Director since October 2005. Since October 2009, Mr. Zilavy has been employed by a private family investment office. Mr. Zilavy was a Senior Vice President of Barnes & Noble College Booksellers, Inc. from May 2006 to September 2009. He was Executive Vice President, Corporate Finance and Strategic Planning for Barnes & Noble, Inc. (Barnes & Noble) from May 2003 until November 2004 and was Chief Financial Officer of Barnes & Noble from June 2002 through April 2003. Prior to joining Barnes & Noble, Mr. Zilavy had a 25-year career in banking. Mr. Zilavy is also a Director of The Hain Celestial Group, Inc., a leading natural and organic food and personal care products company, and the non-profit arts education institution The Harlem School of the Arts. During the past five years, Mr. Zilavy has also served as a Director of Barnes & Noble.

Director Qualifications: Mr. Zilavy brings to the Board significant senior executive-level experience in a large specialty retail company and experience on public company boards. This experience, together with Mr. Zilavy s nearly 25 years of experience as a banker, provides the Board strong financial, operating and governance expertise.

Meetings and Committees of the Board

The Board of Directors met ten times during the fiscal year ended February 2, 2013 (fiscal 2012). All Directors who were Directors for the full fiscal year attended at least 75% of all of the meetings of the Board of Directors and the committees thereof on which they served during fiscal 2012.

The Board of Directors has three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee.

Audit Committee

The Audit Committee s principal functions include reviewing the adequacy of the Company s internal system of accounting controls, the appointment, compensation, retention and oversight of the independent registered public accountants, conferring with the independent public accounting firm concerning the scope of their audit of the books and records of the Company, reviewing and approving related party transactions and considering other appropriate matters regarding the financial affairs of the Company. In addition, the Audit

Committee has established procedures for the receipt, retention and treatment of confidential and anonymous complaints regarding the Company's accounting, internal accounting controls and auditing matters. The Board of Directors has adopted a written charter setting out the functions of the Audit Committee, a copy of which is available on the Company's website at <http://investor.gamestop.com> and is available in print to any stockholder who requests it in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051. As required by the charter, the Audit Committee will continue to review and reassess the adequacy of the charter annually and recommend any changes to the Board of Directors for approval. The current members of the Audit Committee are Stephanie M. Shern (Chair), Gerald R. Szczepanski, Kathy P. Vrabeck and Lawrence S. Zilavy, all of whom are independent Directors under the listing standards of the NYSE. In addition to meeting the independence standards of the NYSE, each member of the Audit Committee is financially literate and meets the independence standards established by the Securities and Exchange Commission (the SEC). The Board of Directors has also determined that Mrs. Shern has the requisite attributes of an audit committee financial expert as defined by regulations promulgated by the SEC and that such attributes were acquired through relevant education and/or experience. The Audit Committee met eleven times during fiscal 2012.

Compensation Committee

The principal function of the Compensation Committee is, among other things, to make recommendations to the Board of Directors with respect to matters regarding the approval of employment agreements, management and consultant hiring and executive compensation. The Compensation Committee is also responsible for administering our GameStop Corp. 2011 Incentive Plan (the 2011 Incentive Plan), our Fourth Amended and Restated 2001 Incentive Plan (the 2001 Incentive Plan), and our Second Amended and Restated GameStop Corp. Supplemental Compensation Plan (the Supplemental Compensation Plan). The current members of the Compensation Committee are Gerald R. Szczepanski (Chair), Shane S. Kim and Thomas N. Kelly Jr., all of whom meet the independence standards of the NYSE. The Board of Directors has adopted a written charter setting out the functions of the Compensation Committee, a copy of which is available on the Company's website at <http://investor.gamestop.com> and is available in print to any stockholder who requests it in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051. The Compensation Committee met seven times during fiscal 2012.

Nominating and Corporate Governance Committee

The principal function of the Nominating and Corporate Governance Committee is, among other things, to review and recommend to the Board candidates for service on the Board and its committees, including the renewal of existing Directors, and to recommend to the Board the corporate governance guidelines applicable to the Company. The current members of the Nominating and Corporate Governance Committee are Jerome L. Davis (Chair), Steven R. Koonin and Lawrence S. Zilavy, all of whom meet the independence standards of the NYSE. Our Board of Directors has adopted a written charter setting out the functions of the Nominating and Corporate Governance Committee, a copy of which can be found on our website at <http://investor.gamestop.com> and is available in print to any stockholder who requests it in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051. The Nominating and Corporate Governance Committee met seven times during fiscal 2012.

Minimum Qualifications

The Nominating and Corporate Governance Committee does not set specific minimum qualifications for Directors except to the extent required to meet applicable legal, regulatory and stock exchange requirements, including, but not limited to, the independence requirements of the NYSE and the SEC, as applicable. Nominees for Director are selected on the basis of outstanding achievement in their personal careers; board experience; wisdom; integrity; diversity; ability to make independent, analytical inquiries; understanding of the business environment; and willingness to devote adequate time to Board of Directors' duties. While the selection of

qualified Directors is a complex and subjective process that requires consideration of many intangible factors, the Nominating and Corporate Governance Committee believes that each Director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company, (ii) the results of operations and financial condition of the Company and of any of its significant subsidiaries or business segments, and (iii) the relative standing of the Company and its business segments in relation to their competitors.

Nominating Process

Consideration of new Board of Director nominee candidates, if any, typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. The Nominating and Corporate Governance Committee is willing to consider candidates submitted by a variety of sources (including incumbent Directors, stockholders (in accordance with the process described below), Company management and third-party search firms) when reviewing candidates to fill vacancies and/or expand the Board of Directors. When nominating a sitting Director for re-election at an annual meeting, the Nominating and Corporate Governance Committee considers the Director's performance on the Board of Directors and its Committees and the Director's qualifications in respect of the foregoing.

Consideration of Stockholder-Nominated Directors

Stockholders have the right to submit nominations for persons to be elected to the Board of Directors as described below. If such a nomination occurs and if a vacancy arises or if the Board of Directors decides to expand its membership, and at such other times as the Board of Directors deems necessary or appropriate, the Nominating and Corporate Governance Committee will consider potential nominees submitted by stockholders. The Company's Bylaws provide that, in order for a stockholder to nominate a person for election to the Board of Directors at an annual meeting of stockholders, such stockholder must give written notice to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051, not less than 30 days nor more than 60 days prior to the meeting; provided, however, that in the event that less than 40 days' notice or prior public disclosure of the date of the meeting is given to stockholders, notice by the stockholder must be given not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such notice must contain the proposing stockholder's record name and address, and the number of shares of the Company that are beneficially owned by such stockholder. Such notice must also contain all information relating to such nominee that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the Exchange Act), including such person's written consent to being a nominee and to serving as a Director if elected.

Corporate Governance

Codes of Ethics

The Company has adopted a Code of Ethics for Senior Financial and Executive Officers that is applicable to the Company's Executive Chairman, Chief Executive Officer, President, Chief Financial Officer, Chief Accounting Officer, and any Executive Vice President of the Company or Vice President of the Company employed in a finance or accounting role. The Company also has adopted a Code of Standards, Ethics and Conduct applicable to all of the Company's management-level employees and non-employee Directors. The Code of Ethics for Senior Financial and Executive Officers and the Code of Standards, Ethics and Conduct are available on the Company's website at <http://investor.gamestop.com> and are available in print to any stockholder who requests them in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051. In accordance with SEC rules, the Company intends to disclose any amendment (other than any technical, administrative or other non-substantive amendment) to either of the above Codes, or any waiver of any provision thereof with respect to certain specified officers listed above, on the Company's website at <http://investor.gamestop.com> within four business days following such amendment or waiver.

Claw-back Policy

The Company has adopted a claw-back policy which requires the Board, when permitted by law, to require reimbursement of annual incentive payments or long-term incentive payments from a current or former executive officer of the Company where the payment was predicated upon achieving certain financial results or other operating metrics, and either (1) the Board determines in its good faith judgment that such financial results or other operating metrics were achieved in whole or part as a result of fraud or other misconduct on the part of such executive, or fraud or other misconduct of other employees of the Company of which such executive had knowledge, whether or not such conduct results in any restatement of Company financial statements filed with the SEC, or (2) such financial results or other operating metrics were the subject of a restatement of Company financial statements filed with the SEC, and a lower payment would have been made to the executive officer based upon the restated financial results. The Company will, to the fullest extent possible under applicable law, seek to recover from the individual executive officer, in the case of (1), the full amount of the individual executive officer's incentive payments for the relevant period (including, at a minimum, for the three-year period prior to such financial results), and in the case of (2), the amount by which the individual executive officer's incentive payments for the relevant period (including, at a minimum, for the three-year period prior to the restatement of financial results) exceeded the lower payment that would have been made based on the restated financial results.

Equity Ownership Policy

The Board believes that it is important for each executive officer and non-employee Director of the Company to have a financial stake in the Company to help align the executive officer's or non-employee Director's interests with those of the Company's stockholders. To that end, the Company has an equity ownership policy requiring that each executive officer and non-employee Director of the Company maintain ownership of Common Stock with a value of at least the following multiples of base salary or annual cash retainer for service on the Board:

| Executive Officer or Non-employee Director | Stock Ownership Multiple |
|---|---------------------------------|
| Executive Chairman | 5 times base salary |
| Chief Executive Officer | 5 times base salary |
| President or Executive Vice President | 3 times base salary |
| Non-employee Director | 5 times annual cash retainer |

New executive officers or non-employee Directors of the Company will be given a period of five (5) years to attain full compliance with these requirements. These requirements will be reduced by 50% after an executive reaches age 62 in order to facilitate appropriate financial planning.

For purposes of these determinations, (i) stock ownership includes shares of Common Stock which are directly owned or owned by family members residing with the executive officer or non-employee Director, or by family trusts, as well as vested options and vested restricted stock, and unvested restricted stock or equivalents, unless they are subject to achievement of performance targets, and common stock or stock equivalents credited to such executive officer or non-employee Director under any deferred compensation plan, and (ii) Common Stock shall be valued per share using the 200-day trailing average NYSE per share closing price.

Anti-Hedging Policy

Given that the aim of ownership of Common Stock is to ensure that employees and Directors of the Company have a direct personal financial stake in the Company's performance, hedging transactions on the part of employees and Directors of the Company could be contrary to that purpose. Therefore, the Company has adopted an anti-hedging policy which states that the implementation by an employee or Director of the Company of hedging strategies or transactions using short sales, puts, calls or other types of financial instruments

(including, but not limited to, prepaid variable forward contracts, equity swaps, collars, and exchange funds) based upon the value of Common Stock and applied to equity securities granted to such employee or Director, or held, directly or indirectly, by such employee or Director, is strictly prohibited.

Corporate Governance Guidelines: Certifications

The Board of Directors has adopted Corporate Governance Guidelines. The Corporate Governance Guidelines are available on the Company's website at <http://investor.gamestop.com> and are available in print to any stockholder who requests them in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Texas 76051.

Our Chief Executive Officer has submitted to the New York Stock Exchange the annual certification required by Section 303A.12(a) of the NYSE Company Manual. In addition, the Company has filed with the Securities and Exchange Commission as exhibits to its Annual Report on Form 10-K for the fiscal year ended February 2, 2013 the certifications of its Chief Executive Officer and Chief Financial Officer required pursuant to Section 302 of the Sarbanes-Oxley Act relating to the quality of its public disclosure.

Communications Between Stockholders and Interested Parties and the Board of Directors

Stockholders and other interested persons seeking to communicate with the Board of Directors should submit any communications in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051. Any such communication must state the number of shares beneficially owned by the stockholder making the communication. The Company's Secretary will forward such communication to the full Board of Directors or to any individual Director or Directors (including the presiding Director of the executive sessions of the non-management Directors or the non-management Directors as a group) to whom the communication is directed.

Attendance at Annual Meetings

All members of the Board of Directors are expected to attend in person the Company's annual meeting of stockholders and be available to address questions or concerns raised by stockholders. Ten of the Company's 11 Directors attended the 2012 GameStop annual meeting of stockholders.

Director Independence; Independence Determination

Our Board has adopted the definition of independence in the listing standards of the NYSE. In its assessment of Director independence, our Board considers all commercial, charitable and other relationships and transactions that any Director or member of his immediate family may have with us, with any of our affiliates or with any of our consultants or advisers.

Our Board has affirmatively determined that each of Jerome L. Davis, Thomas N. Kelly Jr., Shane S. Kim, Steven R. Koonin, Stephanie M. Shern, Gerald R. Szczepanski, Kathy P. Vrabeck and Lawrence S. Zilavy is independent under the NYSE standards as well as under standards set forth in SEC regulations, and that the Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee are comprised exclusively of independent Directors under the foregoing standards. Our Board did not determine Messrs. Raines, Fontaine and DeMatteo to be independent because of their current or former executive positions with us.

The non-management Directors of the Company hold regularly scheduled executive sessions without management present at least once annually and the independent Directors hold at least one meeting annually with only independent Directors present. The presiding Director for each non-management or independent Director executive session is Mrs. Shern.

Board Leadership Structure

The Board's current leadership structure is comprised of an Executive Chairman position that is separate from the Chief Executive Officer position, as well as ten other Directors of which eight are independent, including a lead independent Director who is also the Chair of the Audit Committee. Under the Board's current structure, Mr. DeMatteo is the Executive Chairman and is also a member of management and former Chief Executive Officer of the Company. The Board believes that Mr. DeMatteo's in-depth knowledge of the Company's business and its challenges, as well as his experience in the video game industry as a whole, make him the best qualified person to serve as Executive Chairman. In addition, this structure facilitates better communication between management and the Board and allows Mr. DeMatteo to more effectively execute the Company's strategic initiatives, including the implementation of the Company's multichannel retail strategy. Mr. J. Paul Raines, the Chief Executive Officer of the Company, also serves as a Director. The Board believes that Mr. Raines' service as a Director further enhances the Board's oversight of the Company's day-to-day operations and provides additional management expertise with respect to the complexities of the Company's business units, including the existing store base, international operations and the new digital and mobile initiatives. The Board believes that at this time the Company's stockholders are best served by this structure as it helps facilitate the Company's continuing transition to a multichannel retailer. All Directors play an active role in overseeing the Company's business both at the Board and committee level. For additional oversight, the lead independent Director presides over regularly scheduled meetings with the other non-management Directors to discuss and evaluate the Company's business without members of management present. This structure, together with our other corporate governance practices, provides strong independent oversight of management while ensuring clear strategic direction for the Company.

Declassification of Board

As indicated above, the Board recommends that stockholders approve the Board Declassification Amendment to phase-in the elimination of the classification of the Board. For further information regarding the proposed declassification of the Board, see Proposal 3.

Risk Oversight

Responsibility for risk oversight resides with the full Board of Directors. Committees have been established to help the Board carry out this responsibility by focusing on key areas of risk inherent in the business. The Audit Committee oversees risk associated with financial and accounting matters, including compliance with legal and regulatory requirements, related-party transactions and the Company's financial reporting and internal control systems. The Audit Committee also oversees the Company's internal audit function and regularly meets separately with the Company's head of internal audit, general counsel, external auditors and other financial and executive management. The Compensation Committee oversees risks associated with compensation policies and the retention and development of executive talent, including the development of policies that do not encourage excessive risk-taking by our executives. These policies include various factors to help mitigate risk, including fixed compensation components and variable components that include mitigating factors such as a consistent structure across all business units, generally involving consolidated income components; targeted award amounts that are not significant as a percentage of revenue; and holding periods or claw-back provisions. The Compensation Committee and management also regularly review the Company's compensation policies to determine effectiveness and to assess the risk they present to the Company. Based on this review, the Company has concluded that its compensation policies and procedures are not reasonably likely to have a material adverse effect on the Company. In addition, at least annually, the Board conducts a formal business review including a risk assessment related to the Company's existing business and new initiatives. Because overseeing risk is an ongoing process and inherent in the Company's strategic decisions, the Board also discusses risk throughout the year at other meetings in relation to specific topics or actions.

Executive Officers

The following table sets forth the names and ages of our executive officers and the positions they hold:

| Name | Age | Position |
|--------------------|------------|--|
| Daniel A. DeMatteo | 65 | Executive Chairman |
| J. Paul Raines | 49 | Chief Executive Officer |
| Tony D. Bartel | 49 | President |
| Robert A. Lloyd | 51 | Executive Vice President and Chief Financial Officer |
| Michael K. Mauler | 52 | Executive Vice President, GameStop International |
| Michael P. Hogan | 54 | Executive Vice President, Strategic Business and Brand Development |

In this Proxy Statement, the term "Named Executive Officers" means our Executive Chairman, Chief Executive Officer, President, Executive Vice President and Chief Financial Officer, and Executive Vice President, GameStop International.

Roles of Executive Chairman and Chief Executive Officer

The Company employs an Executive Chairman (Mr. DeMatteo) and a Chief Executive Officer (Mr. Raines). As Executive Chairman, Mr. DeMatteo is responsible for the leadership and coordination of the activities of the Board of Directors, for overseeing the strategic direction of the Company and for providing guidance to the Company's Chief Executive Officer and other executives. From June 2010 through the end of the fiscal year ended January 28, 2012 (fiscal 2011), Mr. DeMatteo was directly managing four of the Company's senior executives. Beginning in fiscal 2012, Mr. DeMatteo no longer has direct supervision of Company executives other than Mr. Raines. Mr. DeMatteo's compensation for fiscal 2012 was reduced accordingly as his role as Executive Chairman continued to evolve.

As Chief Executive Officer, Mr. Raines has responsibility for development and execution of our strategic plans, for leadership and oversight of all of the Company's day-to-day operations and performance.

From June 2010 until March 2013, the Company employed Mr. Fontaine as Chairman International. In this role, Mr. Fontaine consulted with the Company on its international and overall strategies and operations, relying on his experience as one of the Company's founders and its former Chairman and Chief Executive Officer and then its Executive Chairman. In these roles, Mr. Fontaine had direct oversight of our international operations for seven years. Mr. Fontaine now serves as a Director of the Company and is nominated for re-election at the Meeting.

Business Experience of Executive Officers

Information with respect to executive officers of the Company who are also Directors or nominees for Director is set forth in "Information Concerning the Directors and Nominees" above.

Tony D. Bartel is President of GameStop, a role he has held since June 2010. He served as the Executive Vice President of Merchandising and Marketing from March 2007 to June 2010. Prior to that, Mr. Bartel was the Senior Vice President of International Finance, a role he held since joining GameStop in 2005. Mr. Bartel joined GameStop from NCH Corporation where he was the Chief Administrative Officer from May 2003 to May 2005. From 1989 to May 2003, Mr. Bartel held various positions with PepsiCo and Yum! Brands, Inc., including Operational Finance, Strategic Planning, Controller and eventually Chief Financial Officer of Pizza Hut. Prior to 1989, Mr. Bartel held various positions with the public accounting firm of KPMG Peat Marwick.

Robert A. Lloyd is Executive Vice President and Chief Financial Officer, a role he has held since June 2010. He served as our Interim Chief Financial Officer from February 2010 to June 2010. Mr. Lloyd also served as our Chief Accounting Officer, a position he held from October 2005 to February 2010. Prior to that, Mr. Lloyd was the Vice President - Finance of GameStop or its predecessor companies from October 2000 and was the Controller of GameStop's predecessor companies from December 1996 to October 2000. From May 1988 to December 1996, Mr. Lloyd held various financial management positions as Controller or Chief Financial Officer, primarily in the telecommunications industry. Prior to May 1988, Mr. Lloyd held various positions with the public accounting firm of Ernst & Young. Mr. Lloyd is a Certified Public Accountant. Mr. Lloyd currently serves on the Board of Directors of the Make-A-Wish Foundation of North Texas, a non-profit organization.

Michael K. Mauler has been Executive Vice President of GameStop International since January 2010. Mr. Mauler was formerly the Company's Senior Vice President of Supply Chain and International Support, a position he held since October 2005. Prior to that, Mr. Mauler was the Vice President of Logistics of Electronics Boutique. Mr. Mauler has also held senior management positions for Baxter Healthcare, Dade Behring and Fisher Scientific, where he led operations for 22 countries.

Michael P. Hogan is the Executive Vice President of Strategic Business and Brand Development, a role he has held since August 2012. He joined GameStop in February 2008 as Senior Vice President and Chief Marketing Officer. Previously, Mr. Hogan served as a Principal with Strategic Frameworking, a strategic consulting firm. Mr. Hogan also served as a Senior Vice President of Marketing at Dean Foods and as Vice President of International Marketing at Frito-Lay.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth the number of shares of our Common Stock and exercisable options to purchase such stock beneficially owned on May 2, 2013 by each Director and each of the executive officers named in the Summary Compensation Table, each holder of 5% or more of our Common Stock and all of our Directors and executive officers as a group. Except as otherwise noted, the individual Director or executive officer or his or her family members had sole voting and investment power with respect to the identified securities. The total number of shares of our Common Stock outstanding as of May 2, 2013 was 118,855,826.

| Name | Shares Beneficially Owned | |
|--|---------------------------|------|
| | Number(1) | % |
| FMR LLC 82 Devonshire Street Boston, MA 02109 | 18,623,985(2) | 15.7 |
| The Vanguard Group. 100 Vanguard Boulevard Malvern, PA 19355 | 7,106,851(3) | 6.0 |
| RS Investment Management Co. LLC | 6,969,004(4) | 5.9 |