GSC Holdings Corp.
Form 3
October 11, 2005

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â KIM JAMES J
(Last) (First) (Middle)

1345 ENTERPRISE DRIVE
(Street)

WEST CHESTER,Â PAÂ 19380
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/08/2005

3. Issuer Name **and** Ticker or Trading Symbol
GSC Holdings Corp. [GME]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
__X__ Other (specify below)
See Remarks.

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,115,873 (1) (2)	I	See Footnote 1. (1)
Common Stock	47	D (3)	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIM JAMES J 1345 ENTERPRISE DRIVE WEST CHESTER,Â PAÂ 19380	Â X	Â X	Â	See Remarks.

Signatures

/s/ James J. Kim	10/11/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Received in exchange for 11,569,100 shares of Electronics Boutique Holdings Corp. ("EB") common stock in connection with the merger of Eagle Subsidiary LLC, a wholly owned subsidiary of the Issuer, with and into EB pursuant to the terms and conditions of an Agreement and Plan of Merger, dated as of April 17, 2005 (the "Merger Agreement"), among GameStop Corp., GarneStop, Inc., the Issuer, Cowboy Subsidiary LLC, Eagle Subsidiary LLC and EB whereby the merger consideration was $38.15 in cash plus .78795 of a share of the Issuer's Class A common stock for each share of EB's common stock. See remainder in Footnote 2.

(2) The reported shares may be deemed to be indirectly owned by the reporting person through EB Nevada Inc., which is wholly owned by The Electronics Boutique, Inc., which is jointly owned by the reporting person and members of his family and family trusts. The reporting person states that this filing shall not be deemed an admission that he is for purposes of Section 16 of the Exchange Act of 1934, as amended, or otherwise, the beneficial owner of the equity securities covered by this statement.

(3) Received pursuant to the Merger Agreement in exchange for 60 shares of EB common stock which the reporting person owned jointly and severally with Agnes C. Kim. The reporting person owns the reported shares jointly and severally with Agnes C. Kim.

Â

Remarks:

TheÂ reportingÂ personÂ mayÂ beÂ deemedÂ toÂ beÂ aÂ memberÂ ofÂ aÂ groupÂ owningÂ inÂ excessÂ ofÂ 10%Â ofÂ capitalÂ stockÂ ofÂ theÂ Issuer.Â SuchÂ groupÂ consistsÂ ofÂ (i)Â theÂ reportingÂ person,Â (ii)Â JohnÂ T.Â Kim,Â asÂ andÂ beneficiaryÂ ofÂ theÂ JohnÂ T.Â KimÂ TrustÂ ofÂ 12/31/87,Â (iii)Â DavidÂ D.Â Kim,Â asÂ settlor,Â trusteeÂ andÂ DavidÂ D.Â KimÂ TrustÂ ofÂ 12/31/87,Â (iv)Â SusanÂ Y.Â Kim,Â asÂ settlor,Â trusteeÂ andÂ beneficiaryÂ ofÂ theÂ Su(v)Â AgnesÂ C.Â Kim,Â theÂ wifeÂ ofÂ theÂ reportingÂ person,Â (vi)Â EBÂ NevadaÂ Inc.,Â andÂ (vii)Â TheÂ ElectronJohnÂ T.Â Kim,Â DavidÂ D.Â KimÂ andÂ SusanÂ Y.Â KimÂ areÂ theÂ childrenÂ ofÂ theÂ reportingÂ personÂ andÂ Agpersonâ disclaimsÂ beneficialÂ ownershipÂ ofÂ anyÂ securitiesÂ ofÂ theÂ IssuerÂ heldÂ byÂ theÂ otherÂ membersÂ ofÂ thisÂ statementÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ thatÂ theÂ reportingÂ personÂ isÂ theÂ beneficialÂ ownerÂ forÂ purposesÂ ofÂ SectionÂ 16Â ofÂ theÂ SecuritiesÂ ExchangeÂ Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.