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 SZCZEPANSKI GERALD R
(Last) (First) (Middle)

9 SAVANNAH RIDGE
(Street)

FRISCO,Â TXÂ 75034
(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
_____ 10% Owner
_____ Officer
_____ Other
(give title below) (specify below)

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)
Class A Common Stock, par value $.001 per share (1)	20,000 (2)	D	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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) (1)	10/08/2005	07/16/2012	Class A Common Stock	15,000	$ 16.48	D	Â
Stock Option (Right to Buy) (1)	Â (3)	06/28/2014	Class A Common Stock	21,000	$ 15.1	D	Â
Stock Option (Right to Buy) (1)	Â (4)	09/07/2015	Class A Common Stock	24,000	$ 35.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZCZEPANSKI GERALD R 9 SAVANNAH RIDGE FRISCO,Â TXÂ 75034	Â X	Â	Â	Â

Signatures

/s/ Gerald R. Szczepanski	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) See Remarks.

(2) Represents 10,000 shares of GameStop Class A Common Stock and 10,000 shares of restricted GameStop Class A Common Stock. The restricted stock vests in two equal annual installments on September 8, 2006 and September 8, 2007.

(3) One third of these options are immediately exercisable and the remaining two thirds become exercisable on June 29 of each of the years 2006 and 2007.

(4) One third of these options become exercisable on September 8 of each of the years 2006 through 2008.

Â

Remarks:

AsÂ aÂ resultÂ of,Â andÂ pursuantÂ to,Â theÂ consummationÂ onÂ OctoberÂ 8,Â 2005Â ofÂ theÂ businessÂ combinatio
"Transaction")Â betweenÂ GameStopÂ Corp.,Â nowÂ knownÂ asÂ GameStopÂ HoldingsÂ Corp.Â (theÂ "Company"),Â a
HoldingsÂ Corp.Â pursuantÂ toÂ whichÂ theÂ CompanyÂ becameÂ aÂ whollyÂ ownedÂ subsidiaryÂ ofÂ GSCÂ Holding
Corp.Â ("GameStop"),Â (a)Â eachÂ shareÂ ofÂ theÂ ReportingÂ Person'sÂ CompanyÂ ClassÂ AÂ CommonÂ StockÂ was
receiveÂ oneÂ shareÂ ofÂ GameStopÂ ClassÂ AÂ CommonÂ Stock,Â (b)Â eachÂ ofÂ theÂ ReportingÂ Person'sÂ sharesÂ
CommonÂ Stock,Â whetherÂ orÂ notÂ vestedÂ immediatelyÂ priorÂ toÂ theÂ effectiveÂ timeÂ ofÂ theÂ Transaction,Â w
restrictedÂ GameStopÂ ClassÂ AÂ CommonÂ StockÂ andÂ (c)Â eachÂ ofÂ theÂ ReportingÂ Person'sÂ optionsÂ toÂ acq
CommonÂ Stock,Â whetherÂ orÂ notÂ vestedÂ immediatelyÂ priorÂ toÂ theÂ effectiveÂ timeÂ ofÂ theÂ Transaction,Â w
rightÂ toÂ receiveÂ anÂ optionÂ toÂ acquireÂ anÂ equalÂ numberÂ ofÂ sharesÂ ofÂ GameStopÂ ClassÂ AÂ CommonÂ

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.

Explanation of Responses: