

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 21, 2006

GAMESTOP CORP.

(Exact name of registrant as specified in its charter)

Delaware	1-32637	20-2733559
-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

625 Westport Parkway, Grapevine, TX	76051
-----	-----
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (817) 424-2000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

The following information is furnished pursuant to Item 2.02, "Results of Operations and Financial Condition," and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

On November 21, 2006, GameStop Corp. issued a press release announcing its financial results for the fiscal quarter ended October 28, 2006. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Current Report, including the exhibit, shall not be incorporated by reference into any filing of GameStop Corp., whether made before or after the date hereof, regardless of any general

incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release issued by GameStop Corp., dated November 21, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GAMESTOP CORP.

(Registrant)

Date: November 21, 2006

/s/ David W. Carlson

Name: David W. Carlson
Title: Executive Vice President and
Chief Financial Officer

Table of Contents

GAMESTOP CORP.

EXHIBIT INDEX

Exhibit Number

Description

Exhibit 99.1

Press Release of GameStop Corp., dated November 21, 2006

GameStop Corp. Comparable Store Sales Up 8.8%

Third Quarter 2006 EPS at High End of Guidance

Strong Holiday Guidance Issued

GRAPEVINE, Texas--(BUSINESS WIRE)--Nov. 21, 2006--GameStop Corp. (NYSE:GME)(NYSE:GME.B), the world's largest video game and entertainment software retailer, today reported sales and earnings for the third quarter ended October 28, 2006.

GameStop sales increased 89% to \$1,011.6 million in the third quarter of 2006, compared with \$534.2 million in the prior year quarter. Comparable store sales increased 8.8% during the quarter, exceeding our previously indicated guidance. New video game software sales grew 14%, led by titles such as MADDEN NFL 2007 from Electronic Arts, SAINTS ROW by THQ, DEAD RISING by Capcom, and SPLINTER CELL: DOUBLE AGENT by Ubisoft. In addition, hardware sales increased 69% over the prior year quarter, led by Microsoft's Xbox 360 and Nintendo's DS Lite.

GameStop's net earnings for the third quarter of 2006 were \$13.6 million. This includes merger-related expenses of \$2.9 million (\$1.8 million, net of tax benefits) and debt retirement costs related to the bond buy-back program of \$3.4 million (\$2.1 million, net of tax benefits). Diluted earnings per share were \$0.17, including merger-related expenses and debt retirement costs of \$0.05 per diluted share.

"Not only did we have an excellent third quarter, but the sales during the period indicate that GameStop is building momentum heading into the holiday season," reported R. Richard Fontaine, Chairman and Chief Executive Officer of GameStop Corp. "Strong sales of Microsoft's Xbox 360, an unexpected resilient performance from Sony's PlayStation 2, and robust sales of Nintendo's DS Lite reflect a growing installed base of game customers measured by our 69% increase in hardware sales. We have a contemporary platform attracting core customers, a seven year-old platform attracting a value customer, hand-helds attracting a broader demographic gamer, and the latest revolutionary systems just coming to the market. Never before in video game history have we had so many outstanding consoles to energize the existing gamers, entice the upgrade customer, and attract new customers to gaming and GameStop."

Guidance Update

For the fourth quarter of fiscal 2006, comparable store sales are projected to range from +14.0% to +18.0%. Diluted earnings per share for the fourth quarter are expected to range from \$1.53 to \$1.59.

Full year fiscal 2006 diluted earnings per share are now expected to range from \$1.98 to \$2.04. We continue to believe that full year fiscal 2006 comparable store sales will increase between 7.0% and 9.0%, and total sales will increase between 15.0% and 17.0%, both on a pro forma basis.

Note that guidance includes projected stock-based compensation expenses of \$0.17 per diluted share for fiscal 2006.

In addition, guidance does not include merger costs related to the business combination, which were \$0.05 per diluted share for fiscal 2006, nor debt retirement costs, which could range from \$0.03 to \$0.05 per diluted share for fiscal 2006.

Third quarter fiscal 2005 pro forma statements of operations have

been provided in Schedule III as if the acquisition of Electronics Boutique Holding Corp. took place at the beginning of fiscal 2005. In addition, the pro forma statements of operations include stock-based compensation expense as if SFAS No. 123(R) was implemented at the beginning of fiscal 2005.

GameStop will report holiday sales on or about January 4, 2007.

Conference Call and Webcast Information

A conference call with GameStop Corp.'s management is scheduled for November 21, 2006 at 11:00 AM EST to discuss the third quarter sales and earnings results. The conference call will be simulcast on the Internet at (<http://www.gamestop.com/investor-relations/>). The conference call will be archived on the website until December 5, 2006.

About GameStop Corp.

Headquartered in Grapevine, TX, GameStop Corp. is the world's largest video game and entertainment software retailer. The company operates 4,633 retail stores across the United States and in fourteen countries worldwide. The company also owns two e-commerce sites, GameStop.com and EBgames.com, and Game Informer(R) magazine, a leading multi-platform video game publication. GameStop Corp. sells new and used video game software, hardware and accessories for next generation video game systems from Sony, Nintendo, and Microsoft. In addition, the company sells PC entertainment software, related accessories and other merchandise. General information on GameStop Corp. can be obtained at the company's corporate website: <http://www.gamestop.com/corporate>.

Safe Harbor

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, the outlook for the fourth quarter of fiscal 2006 and beyond, future financial and operating results, projected store openings, the company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of GameStop's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the risk that the cost savings and other synergies from the combination with Electronics Boutique may not be fully realized or may take longer to realize than expected; the inability to obtain sufficient quantities of product to meet consumer demand, including Sony's PlayStation 3 and Nintendo's Wii; the timing of release of video game titles for next generation consoles; and economic and other events that could reduce or impact consumer demand. Additional factors that could cause GameStop's results to differ materially from those described in the forward-looking statements can be found in GameStop's Annual Report on Form 10-K for the fiscal year ended January 28, 2006 filed with the SEC and available at the SEC's Internet site at <http://www.sec.gov>.

GameStop Corp.
Statements of Operations
(in thousands, except per share data)

13 weeks	13 weeks
ended	ended
Oct. 28,	Oct. 29,
2006	2005

Sales	\$1,011,560	\$534,212
Cost of sales	695,904	357,492
	-----	-----
Gross profit	315,656	176,720
Selling, general and administrative expenses	235,389	136,072
Depreciation and amortization	27,281	19,224
Stock-based compensation	5,156	--
Merger-related expenses	2,890	11,329
	-----	-----
Operating earnings	44,940	10,095
Interest expense, net	19,648	6,430
Merger-related financing costs	--	7,518
Debt extinguishment expense	3,371	--
	-----	-----
Earnings (loss) before income tax expense (benefit)	21,921	(3,853)
Income tax expense (benefit)	8,352	(1,393)
	-----	-----
Net earnings (loss)	\$ 13,569	(2,460)
	=====	=====
Earnings (loss) per common share:		
Basic	\$ 0.18	\$ (0.04)
Diluted	\$ 0.17	\$ (0.04)
Weighted average common shares outstanding:		
Basic	75,393	56,630
Diluted	79,291	56,630
Percentage of Sales:		
	-----	-----
Sales	100.0%	100.0%
Cost of sales	68.8%	66.9%
	-----	-----
Gross profit	31.2%	33.1%
SG&A expenses	23.3%	25.5%
Depreciation and amortization	2.7%	3.6%
Stock-based compensation	0.5%	--
Merger-related expenses	0.3%	2.1%
	-----	-----
Operating earnings	4.4%	1.9%
Interest expense, net	1.9%	1.2%
Merger-related financing costs	--	1.4%
Debt extinguishment expense	0.3%	--
	-----	-----
Earnings (loss) before income tax expense (benefit)	2.2%	(0.7)%
Income tax expense (benefit)	0.9%	(0.2)%
	-----	-----

Net earnings (loss) 1.3% (0.5)%

=====

GameStop Corp.
Statements of Operations
(in thousands, except per share data)

	39 weeks ended Oct. 28, 2006	39 weeks ended Oct. 29, 2005
	-----	-----
Sales	\$3,014,934	\$1,424,869
Cost of sales	2,097,980	993,957
	-----	-----
Gross profit	916,954	430,912
Selling, general and administrative expenses	706,110	339,369
Depreciation and amortization	79,541	40,072
Stock-based compensation	15,706	--
Merger-related expenses	6,788	11,329
	-----	-----
Operating earnings	108,809	40,142
Interest expense, net	59,186	6,657
Merger-related financing costs	--	7,518
Debt extinguishment expense	3,562	--
	-----	-----
Earnings before income tax expense	46,061	25,967
Income tax expense	17,614	10,198
	-----	-----
Net earnings	\$ 28,447	\$ 15,769
	=====	=====
Earnings per common share:		
Basic	\$ 0.38	\$ 0.30
Diluted	\$ 0.36	\$ 0.27
Weighted average common shares outstanding:		
Basic	74,619	53,092
Diluted	78,864	57,519

Percentage of Sales:

	-----	-----
Sales	100.0%	100.0%
Cost of sales	69.6%	69.8%
	-----	-----
Gross profit	30.4%	30.2%
SG&A expenses	23.4%	23.8%
Depreciation and amortization	2.7%	2.8%
Stock-based compensation	0.5%	--
Merger-related expenses	0.2%	0.8%

Operating earnings	3.6%	2.8%
Interest expense, net	2.0%	0.5%
Merger-related financing costs	--	0.5%
Debt extinguishment expense	0.1%	--
Earnings before income tax expense	1.5%	1.8%
Income tax expense	0.6%	0.7%
Net earnings	0.9%	1.1%

GameStop Corp.
Balance Sheets
(in thousands, except per share data)

	October 28, 2006	October 29, 2005
ASSETS:		
Current assets:		
Cash and cash equivalents	\$ 180,948	\$ 81,031
Receivables, net	32,841	34,662
Merchandise inventories	844,979	746,563
Prepaid expenses and other current assets	33,346	35,953
Prepaid taxes	68,307	48,929
Deferred taxes	48,391	38,622
Total current assets	1,208,812	985,760
Property and equipment:		
Land	10,106	10,008
Buildings & leasehold improvements	291,692	252,243
Fixtures and equipment	394,712	325,387
Less accumulated depreciation and amortization	257,981	162,141
Net property and equipment	438,529	425,497
Goodwill, net	1,395,824	1,440,939
Assets to be disposed of	--	19,190
Other noncurrent assets	43,605	54,446
Total assets	\$3,086,770	\$2,925,832
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	\$ 605,773	519,972
Accrued liabilities	308,125	297,799
Note payable, current portion	12,240	12,936
Total current liabilities	926,138	830,707

Deferred taxes	11,300	69,491
Other long-term liabilities	38,756	42,458
Notes payable, long-term portion	412	22,171
Senior floating and fixed rate notes payable, net of discount	876,592	941,557
	-----	-----
Total liabilities	1,853,198	1,906,384
	-----	-----

Stockholders' equity:

Preferred stock - authorized 5,000 shares; no shares issued or outstanding	--	--
Class A common stock - \$.001 par value; authorized 300,000 shares; 45,908 and 42,404 shares issued and outstanding, respectively	46	42
Class B common stock - \$.001 par value; authorized 100,000 shares; 29,902 shares issued and outstanding	30	30
Additional paid-in-capital	1,006,811	911,886
Accumulated other comprehensive income	5,833	100
Retained earnings	220,852	107,390
	-----	-----
Total stockholders' equity	1,233,572	1,019,448
	-----	-----
Total liabilities and stockholders' equity	\$3,086,770	\$2,925,832
	=====	=====

Schedule I
GameStop Corp.
Sales Mix

	13 Weeks Ended Oct. 28, 2006		13 Weeks Ended Oct. 29, 2005	
	Sales	Percent of Total	Sales	Percent of Total
	-----	-----	-----	-----
Sales (in millions):				
New video game hardware	\$ 150.5	14.9%	\$ 48.4	9.0%
New video game software	401.8	39.7%	216.2	40.5%
Used video game products	295.4	29.2%	170.2	31.9%
Other	163.9	16.2%	99.4	18.6%
	-----	-----	-----	-----
Total	\$1,011.6	100.0%	\$534.2	100.0%
	=====	=====	=====	=====

Schedule II
GameStop Corp.
Gross Profit Mix

	13 Weeks Ended Oct. 28, 2006		13 Weeks Ended Oct. 29, 2005	
	Gross Gross	Profit	Gross Gross	Profit
	-----	-----	-----	-----

	Profit -----	Percent -----	Profit -----	Percent -----
Gross Profit (in millions):				
New video game hardware	\$ 16.5	11.0%	\$ 5.2	10.7%
New video game software	94.0	23.4%	53.8	24.9%
Used video game products	143.9	48.7%	77.2	45.4%
Other	61.3	37.4%	40.5	40.7%
	-----		-----	
Total	\$315.7	31.2%	\$176.7	33.1%
	=====		=====	

Schedule III
GAMESTOP CORP.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in thousands, except per share data)

For the thirteen weeks ended October 29, 2005	Historical GameStop Corp. October 29, 2005 (a)	Historical Electronics Boutique October 8, 2005 (a)	Pro Forma Adjustments	GameStop Corp Pro Forma
	-----	-----	-----	-----
Sales	\$ 534,212	\$ 350,691	\$ --	\$ 884,903
Cost of sales	357,492	248,738	--	606,230
	-----	-----	-----	-----
Gross profit	176,720	101,953	--	278,673
Selling, general and administrative expenses	136,072	96,992	--	233,064
Depreciation and amortization	19,224	8,203	(4,271) (c)	23,156
Merger-related expenses	11,329	--	(11,329) (b)	--
Stock based compensation	--	--	2,798 (j)	2,798
	-----	-----	-----	-----
Operating earnings (loss)	10,095	(3,242)	12,802	19,655
Interest expense, net	6,430	(335)	14,176 (d), (e)	20,271
Merger-related interest expense	7,518	--	(7,518) (b)	--
	-----	-----	-----	-----
Earnings (loss) before income tax expense (benefit)	(3,853)	(2,907)	6,144	(616)
Income tax				

expense (benefit)	(1,393)	(1,057)	2,212 (f)	(238)
	-----	-----	-----	-----
Net earnings (loss)	\$ (2,460)	\$ (1,850)	\$ 3,932	\$ (378)
	=====	=====	=====	=====
Net loss per common share- basic	\$ (0.04) (h)	\$ (0.07)		\$ (0.01) (i)
	=====	=====		=====
Weighted average shares of common stock-basic	56,630	25,504	(9,943) (g)	72,191
	=====	=====	=====	=====
Net loss per common share- diluted	\$ (0.04) (h)	\$ (0.07)		\$ (0.01) (i)
	=====	=====		=====
Weighted average shares of common stock-diluted	56,630	25,715	(10,154) (g), (k)	72,191
	=====	=====	=====	=====

Schedule III
GAMESTOP CORP.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(in thousands, except per share data)

For the thirty-nine weeks ended October 29, 2005	Historical GameStop Corp. October 29, 2005 (a)	Historical Electronics Boutique October 8, 2005 (a)	Pro Forma Adjustments	GameStop Corp. Pro Forma
	-----	-----	-----	-----
Sales	\$1,424,869	\$ 1,302,107	\$ --	\$2,726,976
Cost of sales	993,957	935,175	--	1,929,132
	-----	-----	-----	-----
Gross profit	430,912	366,932	--	797,844
Selling, general and administrative expenses	339,369	331,424	--	670,793
Depreciation and amortization	40,072	30,573	(2,640) (c)	68,005
Merger-related expenses	11,329	2,900	(14,229) (b)	--
Stock based compensation	--	--	8,159 (j)	8,159
	-----	-----	-----	-----

Operating earnings	40,142	2,035	8,710	50,887
Interest expense, net	6,657	(1,927)	54,974 (d), (e)	59,704
Merger-related interest expense	7,518	--	(7,518) (b)	--
	-----	-----	-----	-----
Earnings (loss) before income tax expense (benefit)	25,967	3,962	(38,746)	(8,817)
Income tax expense (benefit)	10,198	1,415	(14,877) (f)	(3,264)
	-----	-----	-----	-----
Net earnings (loss)	\$ 15,769	\$ 2,547	\$ (23,869)	\$ (5,553)
	=====	=====	=====	=====
Net earnings (loss) per common share-basic	\$ 0.30 (h)	\$ 0.10		\$ (0.08) (i)
	=====	=====		=====
Weighted average shares of common stock-basic	53,092	25,098	(6,426) (g)	71,764
	=====	=====	=====	=====
Net earnings (loss) per common share-diluted	\$ 0.27 (h)	\$ 0.10		\$ (0.08) (i)
	=====	=====		=====
Weighted average shares of common stock-diluted	57,519	25,420	(11,175) (g), (k)	71,764
	=====	=====	=====	=====

GAMESTOP CORP.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED

STATEMENT OF OPERATIONS

(In thousands, except per share data)

(a) Certain reclassifications have been made to the historical presentation of GameStop and EB to conform to the presentation used in the unaudited pro forma condensed consolidated statement of operations.

(b) To give effect to the exclusion of certain expenses of \$11,329 and \$14,229 for the 13 weeks and 39 weeks, respectively, ended October

29, 2005 and financing costs of \$7,518 which are directly attributable to the merger and are believed to be of a one-time or short-term nature.

(c) To give effect to the intangible asset amortization and depreciation on the property and equipment adjustment based on the preliminary allocation of the purchase price over estimated useful lives.

(d) To give effect to the interest expense incurred related to the receipt of \$941,472 resulting from issuance of \$650,000 in senior notes, at an interest rate of 8.0% and \$300,000 in senior floating rate notes at an interest rate of LIBOR plus 3.875%. The senior notes were issued at a discount of \$8,528 and interest expense includes the amortization of this discount over seven years.

(e) To give effect to the amortization of deferred financing fees relating to the \$400 million revolving credit facility, the senior floating rate notes and the senior notes over five, six and seven years to match the terms, respectively.

(f) Represents the aggregate pro forma effective income tax effect of Notes (b), (c), (d), (e) and (i) above.

(g) The pro forma earnings per share have been adjusted to reflect the issuance of 20,229 shares of GameStop Class A common stock to EB common stockholders as if they were issued on January 30, 2005 and to reflect the elimination of the outstanding shares of Electronics Boutique.

(h) The holders of Historical GameStop Class A and Class B common stock generally had identical rights, except that the holders of Historical GameStop Class A common stock were entitled to one vote per share and the holders of Historical GameStop Class B common stock were entitled to ten votes per share on all matters to be voted on by stockholders. Earnings per common share amounts represent per share amounts for both classes of common stock.

(i) The holders of GameStop Class A and Class B common stock generally have identical rights, except that the holders of GameStop Class A common stock are entitled to one vote per share and the holders of GameStop Class B common stock are entitled to ten votes per share on all matters to be voted on by stockholders. Earnings per common share amounts represent per share amounts for both classes of common stock.

(j) To give effect to the stock-based compensation expense as if SFAS 123(R) had been adopted as of January 30, 2005.

(k) To remove the effect of securities that are anti-dilutive in nature due to the pro forma loss in the 13 weeks and 39 weeks ended October 29, 2005.

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or
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Executive Vice President &
Chief Financial Officer