
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
(RULE 14d-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

GEEKNET, INC.
(Name of Subject Company)

GADGET ACQUISITION, INC.
(Offeror)

GAMESTOP CORP.
(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

36846Q203
(CUSIP Number of Class of Securities)

J. Paul Raines
Chief Executive Officer
GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Michael H. Friedman, Esq.
Pepper Hamilton LLP
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103
(215) 981-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
139,825,784	\$16,248

* Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding the sum of (i) 6,738,082 shares of common stock, par value \$0.001 per share (the "Shares"), of Geeknet, Inc. ("Geeknet") outstanding multiplied by the offer price of \$20.00 per share, (ii) 191,988 Shares subject to unvested restricted stock units multiplied by the offer price of \$20.00 per share, (iii) 168,416 Shares issuable pursuant to outstanding options with an exercise price less than the offer price of \$20.00 per share, multiplied by \$7.27, which is the offer price of \$20.00 per share minus the weighted average exercise price for such options of \$12.73 per share. The calculation of the filing fee is based on information provided by Geeknet as of June 10, 2015.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2015, issued August 29, 2014, by multiplying the Transaction Valuation by 0.00011620.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$16,248

Filing Party: GameStop Corp.
Gadget Acquisition, Inc.

Form or Registration No.: Schedule TO-T

Date Filed: June 15, 2015

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 (this "Amendment No. 3") amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments or supplements thereto, the "Schedule TO") previously filed by Gadget Acquisition, Inc. ("Purchaser"), a Delaware corporation and wholly-owned subsidiary of GameStop Corp. ("Parent"), a Delaware corporation, with the Securities and Exchange Commission on June 15, 2015. The Schedule TO relates to the cash tender offer by Purchaser to purchase all of the issued and outstanding shares of the common stock, par value \$0.001 per share (the "Shares"), of Geeknet, Inc., a Delaware corporation ("Geeknet"), at \$20.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in this Offer to Purchase, dated June 15, 2015 (together with any subsequent amendments or supplements thereto, the "Offer to Purchase"), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the "Letter of Transmittal") that accompanied such Offer to Purchase, a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO.

Except as set forth below, the information set forth in the Schedule TO and the Offer to Purchase remains unchanged and is incorporated herein by reference. Capitalized terms used but not otherwise defined in this Amendment No. 3 shall have the meanings ascribed to them in the Schedule TO or the Offer to Purchase.

This Amendment No. 3 is being filed to amend and supplement Items 1 through 9 and Item 11 as reflected below and to amend and supplement Item 12 with an additional exhibit.

Items 1 through 9 and 11.

The Offer to Purchase and Items 1 through 9 and 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as set forth below:

"The Offer and withdrawal rights expired as scheduled at 11:59 p.m. (New York City time), on July 13, 2015 (such date and time, the "Expiration Time"), and the Offer was not extended. Purchaser was advised by the Depository that, as of the Expiration Time, a total of 5,924,629 Shares had been validly tendered into and not withdrawn from the Offer, representing approximately 86.38% of the aggregate number of Shares then issued and outstanding. Accordingly, the number of Shares tendered pursuant to the Offer satisfied the Minimum Condition.

All conditions to the Offer having been satisfied, Purchaser accepted for payment, and paid for by deposit of the Offer Price for such Shares with the Depository, all Shares validly tendered into and not validly withdrawn from the Offer.

Following the consummation of the Offer, Parent and Purchaser completed the acquisition of the Company through the Merger without a meeting of stockholders of the Company in accordance with Section 251(h) of the DGCL. At the Effective Time, each of the then issued and outstanding Shares (other than Shares held (i) in the treasury of Geeknet or by Parent, Purchaser or any of Parent's other subsidiaries, which Shares will be canceled and will cease to exist or (ii) by stockholders who validly exercise appraisal rights under Delaware law with respect to such Shares) were automatically canceled and converted into the right to receive the Offer Price, without interest thereon and less any applicable withholding taxes.

Following the completion of the Merger, all Shares will be delisted from and will cease to trade on the NASDAQ, and the Company will be deregistered under the Exchange Act.

On July 17, 2015, Parent issued a press release announcing the acceptance of the Shares and completion of the Merger. The full text of the press release is attached as Exhibit (a)(5)(D) to the Schedule TO and is incorporated herein by reference."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit No.	Description
(a)(5)(D)	Press Release issued by GameStop Corp. on July 17, 2015, announcing the acceptance of the Shares and completion of the Merger.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 17, 2015

GAMESTOP CORP.

By: /s/ Robert A. Lloyd

Name: Robert A. Lloyd

Title: Executive Vice President and Chief Financial Officer

Dated: July 17, 2015

GADGET ACQUISITION, INC.

By: /s/ Robert A. Lloyd

Name: Robert A. Lloyd

Title: Chief Financial Officer and Director

EXHIBIT INDEX

Exhibit No.	Description
(a)(5)(D)	Press Release issued by GameStop Corp. on July 17, 2015, announcing the acceptance of the Shares and completion of the Merger.



GameStop Completes Acquisition of Geeknet

GRAPEVINE, TX - July 17, 2015 - GameStop Corp. (NYSE: GME) today announced the successful completion of its acquisition of Geeknet through a tender offer (the "Offer") to purchase all outstanding shares of Geeknet, Inc. (formerly NASDAQ: GKNT) for \$20.00 per share in cash, without interest thereon and less any applicable withholding taxes (the "Offer Price"). Following the completion of the Offer to purchase all outstanding shares of Geeknet for the Offer Price, GameStop acquired all remaining Geeknet shares through a merger without a vote or meeting of Geeknet's stockholders pursuant to Section 251(h) of the General Corporation Law of the State of Delaware.

Paul Raines, chief executive officer of GameStop, stated, "This acquisition is another example of our on-going efforts to leverage our core competencies to diversify and expand into new and growing categories. The collectibles category is a rapidly growing segment and Geeknet provides us with a strong consumer brand, product development expertise and meaningful vendor partnerships, all of which position us to become the market leader. We welcome the Geeknet team and their ThinkGeek brand into the GameStop family of brands."

At the acceptance time for the Offer, GameStop accepted for payment and paid for 5,924,629 shares, which were validly tendered and not withdrawn in the Offer, representing 86.38% of Geeknet's outstanding shares, according to the depositary for the Offer.

At the effective time of the merger and subject to any perfected appraisal rights, all remaining shares of Geeknet common stock not tendered into the Offer were converted into the right to receive \$20.00 in cash, without interest thereon and less any applicable withholding taxes, which is the same amount as paid in the Offer. As a result of the completion of the merger, Geeknet has become a subsidiary of GameStop. Geeknet's common stock will no longer be listed on the NASDAQ Global Market.

About GameStop

GameStop Corp. (NYSE: GME), a Fortune 500 and S&P 500 company headquartered in Grapevine, Texas, is a global, multichannel video game, consumer electronics and wireless services retailer. GameStop operates more than 6,600 stores across 14 countries. The company's consumer product network also includes www.gamestop.com; www.Kongregate.com, a leading browser-based game site; and Game Informer® magazine, the world's leading print and digital video game publication. In addition, our Technology Brands segment includes our Simply Mac and Spring Mobile businesses. Simply Mac, www.simplymac.com, operates 71 stores, selling the full line of Apple products, including laptops, tablets, and smartphones and offering Apple certified warranty and repair services. Spring Mobile, <http://springmobile.com>, sells post-paid AT&T services and wireless products through its 410 AT&T branded stores and offers pre-paid wireless services, devices and related accessories through its 68 Cricket branded stores in select markets throughout the United States.

General information about GameStop Corp. can be obtained at the company's corporate website. Follow GameStop on Twitter @ [www.twitter.com/GameStop](https://twitter.com/GameStop) and find GameStop on Facebook @ www.facebook.com/GameStop.

About Geeknet

Geeknet, Inc. (formerly NASDAQ: GKNT) is the parent company of ThinkGeek and ThinkGeek Solutions. ThinkGeek is the premier retailer for the global geek community. Since 1999, ThinkGeek has been creating a world where everyone can express their inner geek, embrace their passions, and connect with each other. ThinkGeek Solutions, which distributes video game-themed merchandise through licensed web-stores for the gaming community, joined our Geeknet family in August 2014. Our obsession is creating and sharing unique and authentic product experiences that stimulate our fans' imaginations and fuel their geek core. We believe that there is a geek in everyone and that it should be celebrated. Want to learn more? Check out www.thinkgeek.com or www.geek.net.

Investor and Media Inquiries:

Matt Hodges
Vice President, Public and Investor Relations
GameStop Corp.
(817) 424-2130

Forward-Looking Statements

This release contains forward-looking statements regarding, among other things, statements related to expectations, goals, plans, objectives and future events. GameStop intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934 and the Private Securities Reform Act of 1995. In some cases, forward-looking statements can be identified by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing,” “outlook,” “guidance” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. The forward-looking information and statements are or may be based on a series of projections and estimates and involve risks and uncertainties. Various factors could adversely affect GameStop’s operations, business or financial results in the future and cause its actual results to differ materially from those contained in the forward-looking statements. The forward looking statements contained herein include assumptions about GameStop’s operations, and certain plans, activities or events which we expect will or may occur in the future. Risks and uncertainties related to the transaction include the potential impact of the consummation of the transaction on GameStop’s relationships, including with employees, suppliers and customers. Please also refer to those factors discussed in detail in the “Risk Factors” section contained in GameStop’s Annual Report on Form 10-K for the year ended Jan. 31, 2015 filed with the SEC on March 30, 2015 and in its subsequently filed Form 10-Q. Given these uncertainties, undue reliance should not be placed on these forward-looking statements. GameStop undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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