

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GameStop Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-2733559
(I.R.S. Employer
Identification No.)

**625 Westport Parkway
Grapevine, Texas**
(Address of Principal Executive Offices)

76051
(Zip Code)

Second Amended and Restated GameStop Corp. 2001 Incentive Plan
(Full title of the plan)

R. Richard Fontaine
Chief Executive Officer
GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000

(Name, address and telephone number of agent for service)

Copies to:
Jay M. Dorman, Esq.
Bryan Cave LLP
1290 Avenue of the Americas
New York, New York 10104

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|---|--------------------------------|---|---|-----------------------------------|
| Class A Common Stock, par value \$.001 per share | 3,500,000(2) | \$41.465 | \$145,127,500 | \$4,455.42 |

- (1) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and (h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low prices for such security as reported on the New York Stock Exchange on July 18, 2007.
- (2) Represents the increase in the maximum number of shares of Class A Common Stock reserved for issuance under the Registrant's Second Amended and Restated GameStop Corp. 2001 Incentive Plan (the "Plan"). 40,000,000 shares of Class A Common Stock have been previously registered under GameStop Holdings Corp.'s Registration Statement on Form S-8 (No. 333-82652) filed February 13, 2002 and Registration Statement on Form S-8 (No. 333-126154) filed June 27, 2005. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A Common Stock that become issuable under the options covered hereby by reason of any stock dividend, stock split, recapitalization, anti-dilution provisions or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Class A Common Stock.

**STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES**

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 3,500,000 shares of Class A Common Stock, par value \$.001 per share, of the Registrant reserved for issuance under the Registrant's Second Amended and Restated GameStop Corp. 2001 Incentive Plan. The Company's Board of Directors and stockholders approved this increase. Pursuant to and as permitted by General Instruction E to Form S-8, the contents of GameStop Holdings Corp.'s Registration Statements on Form S-8, File No. 333-82652 and No. 333-126154, including, without limitation, periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant are hereby incorporated by reference herein, and the opinions and consents listed in Item 8 below are attached hereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 GameStop Corp. Second Amended and Restated GameStop Corp. 2001 Incentive Plan (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K filed with the Commission on July 5, 2007).
- 5.1 Opinion of Bryan Cave LLP, counsel to GameStop Corp., as to certain legal matters in connection with the shares of Class A Common Stock being registered.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Bryan Cave LLP (included as part of Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grapevine, State of Texas, on the 23rd day of July, 2007.

GAMESTOP CORP.

By: /s/ Richard Fontaine
Chairman of the Board
and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint R. Richard Fontaine, Daniel A. DeMatteo and David W. Carlson, and each or any of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement on Form S-8, and to file the same with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Capacity | Date |
|---|---|---------------|
| <u>/s/ R. Richard Fontaine</u> R. Richard Fontaine | Chairman of the Board and Chief Executive Officer and Director (Principal Executive Officer) | July 23, 2007 |
| <u>/s/ David W. Carlson</u> David W. Carlson | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | July 23, 2007 |
| <u>/s/ Robert A. Lloyd</u> Robert A. Lloyd | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | July 23, 2007 |
| <u>/s/ Daniel A. DeMatteo</u> Daniel A. DeMatteo | Vice Chairman and Chief Operating Officer and Director | July 23, 2007 |
| <u>/s/ Jerome L. Davis</u> Jerome L. Davis | Director | July 23, 2007 |
| <u>/s/ Steven R. Koonin</u> Steven R. Koonin | Director | July 23, 2007 |
| <u>/s/ Leonard Riggio</u> Leonard Riggio | Director | July 23, 2007 |

| | | |
|---|----------|---------------|
| <u>/s/ Michael N. Rosen</u> Michael N. Rosen | Director | July 23, 2007 |
| <u>/s/ Stephanie M. Shern</u> Stephanie M. Shern | Director | July 23, 2007 |
| <u>/s/ Stanley P. Steinberg</u> Stanley P. Steinberg | Director | July 23, 2007 |
| <u>/s/ Gerald R. Szczepanski</u> Gerald R. Szczepanski | Director | July 23, 2007 |
| <u>/s/ Edward A. Volkwein</u> Edward A. Volkwein | Director | July 23, 2007 |
| <u>/s/ Lawrence S. Zilavy</u> Lawrence S. Zilavy | Director | July 23, 2007 |

EXHIBIT INDEX

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- 24.1 Power of Attorney (included on signature page of this Registration Statement).

BRYAN CAVE LLP
1290 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10104

July 23, 2007

GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051

Re: GameStop Corp.
Registration Statement on Form S-8

Ladies and Gentlemen:

We are rendering this opinion in connection with the registration by GameStop Corp., a Delaware corporation (the "Company"), of 3,500,000 shares (the "Shares") of its Class A Common Stock, par value \$.001 per share, under the Securities Act of 1933, as amended, pursuant to the above-referenced Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 23, 2007 (the "Registration Statement"). The Shares are reserved for issuance upon the exercise of options granted under the Company's Second Amended and Restated GameStop Corp. 2001 Incentive Plan (the "Incentive Plan").

We are familiar with the Second Amended and Restated Certificate of Incorporation and the Amended and Restated By-laws of the Company and have examined copies of the Registration Statement, the Incentive Plan, the resolutions adopted by the Company's Board of Directors, and originals or copies, certified or otherwise identified to our satisfaction, of such other documents, evidence of corporate action, certificates and other instruments, and have made such other investigations of law and fact, as we have deemed necessary or appropriate for the purposes of this opinion.

Based on the foregoing, and upon such further investigation as we have deemed relevant, we are of the opinion that the Shares, when issued in accordance with the terms of the Incentive Plan, including payment of the applicable purchase price, will be duly authorized, validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement relating to the Shares and to the use of our name wherever appearing in the Registration Statement and any amendment thereto.

Very truly yours,

/s/ BRYAN CAVE LLP
BRYAN CAVE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

GameStop Corp.
Grapevine, Texas

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of GameStop Corp. of our reports dated April 2, 2007, relating to the consolidated financial statements and financial statement schedule and the effectiveness of GameStop Corp.'s internal control over financial reporting, which appear in GameStop Corp.'s Annual Report on Form 10-K for the year ended February 3, 2007.

/s/ BDO SEIDMAN, LLP

BDO SEIDMAN, LLP

Dallas, Texas
July 23, 2007