
**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): April 5, 2021

GameStop Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-32637
(Commission
File Number)

20-2733559
(IRS Employer
Identification No.)

**625 Westport Parkway, Grapevine, TX 76051
(817) 424-2000**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Not Applicable

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock	GME	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 5, 2021, Kurtis J. Wolf notified GameStop Corp. (the “Company”) of his resignation as a member of the Board of Directors of the Company (the “Board”), effective immediately. Mr. Wolf’s resignation is not the result of any disagreement with the Company or the Board on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On April 8, 2021, the Company issued a press release announcing the slate of director candidates for its 2021 annual meeting of stockholders (the “2021 Annual Meeting”), a copy of which is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information furnished herewith pursuant to this Item 7.01 of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Additional Information and Where to Find It

This filing may be deemed to be solicitation material in respect of the matters to be considered at the 2021 Annual Meeting. In connection with the 2021 Annual Meeting, the Company plans to file with the Securities and Exchange Commission (“SEC”) and furnish to the Company’s stockholders one or more proxy statements and other relevant documents. **BEFORE MAKING ANY VOTING DECISION, THE COMPANY’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT(S) IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE 2021 ANNUAL MEETING OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT(S) BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE 2021 ANNUAL MEETING AND THE PARTIES RELATED THERETO.** The Company’s stockholders will be able to obtain a free copy of documents filed with the SEC at the SEC’s website at <http://www.sec.gov> or the Company’s website at <http://investor.GameStop.com>.

Participants in the Solicitation

The directors, executive officers and certain other members of management and employees of the Company may be deemed “participants” in the solicitation of proxies from stockholders in connection with the matters to be considered at the 2021 Annual Meeting. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of the Company in connection with the 2021 Annual Meeting will be set forth in the applicable proxy statement and other relevant documents to be filed with the SEC. You can find information about the Company’s executive officers and directors in the Company’s definitive proxy statement in connection with the 2021 Annual Meeting when filed with the SEC on Schedule 14A and the Company’s and such persons’ other filings with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued by GameStop Corp., dated April 8, 2021.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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

GAMESTOP CORP.

(Registrant)

Date: April 8, 2021

By: /s/ Diana Saadeh-Jajeh

Name: Diana Saadeh-Jajeh

Title: Senior Vice President and Interim Chief Financial Officer



GameStop Announces Slate of Director Candidates for 2021 Annual Meeting of Stockholders

Ryan Cohen to Become Chairman of the Board Following Annual Meeting

Grapevine, Texas (April 8, 2021) — GameStop Corp. (NYSE: GME) (“GameStop” or the “Company”) today announced that it is nominating the following six individuals to stand for election to its Board of Directors (the “Board”) at the Company’s Annual Meeting of Stockholders (the “Annual Meeting”) on June 9, 2021: Alan Attal, Larry Cheng, Ryan Cohen, Jim Grube, George Sherman and Yang Xu.

The Company also shared updates that include:

- Following the Annual Meeting, the Board intends to elect Mr. Cohen as Chairman;
- Following the Annual Meeting, all directors will be compensated 100% in equity;
- Following the Annual Meeting, individual director compensation will be reduced approximately 28% from the prior year; and
- Effective immediately, the Board has appointed Mr. Grube to serve on the Strategic Planning and Capital Allocation Committee.

New Director Candidate Biographies

Larry Cheng is Co-Founder and Managing Partner of Volition Capital, a leading growth equity investment firm based in Boston, Massachusetts and the first investor in Chewy. He has more than two decades of venture capital and growth equity investing experience based on time at Volition Capital, Fidelity Ventures, Battery Ventures, and Bessemer Venture Partners. He presently leads the Internet and Consumer team at Volition, focusing on disruptive companies in e-commerce, internet services, consumer brands, and digital media and gaming. He received his bachelor’s degree from Harvard College where he concentrated in Psychology.

Yang Xu is Senior Vice President of Global Finance and Treasury at The Kraft Heinz Company. She has more than 20 years of broad experience across the capital markets, finance, strategic planning, transactions and business operations in the U.S., Asia and Europe. Prior to The Kraft Heinz Company, she held roles with Whirlpool Corporation and General Electric Healthcare. She has a bachelor’s degree in Finance from Wuhan University, a master’s degree in management from the HEC School of Management and a master’s in business administration from the London Business School.

About GameStop

GameStop, a Fortune 500 company headquartered in Grapevine, Texas, is a leading specialty retailer offering games and entertainment products through its e-commerce properties and thousands of stores. Visit www.GameStop.com to explore our products and offerings. Follow @GameStop and @GameStopCorp on Twitter and find us on Facebook at www.facebook.com/GameStop.

Additional Information and Where to Find It

This filing may be deemed to be solicitation material in respect of the matters to be considered at the Company's 2021 annual meeting of shareholders (the "2021 Annual Meeting"). In connection with the 2021 Annual Meeting, the Company plans to file with the Securities and Exchange Commission ("SEC") and furnish to the Company's shareholders one or more proxy statements and other relevant documents. BEFORE MAKING ANY VOTING DECISION, THE COMPANY'S SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT(S) IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE COMPANY'S 2021 ANNUAL MEETING OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENTS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY'S 2021 ANNUAL MEETING AND THE PARTIES RELATED THERETO. The Company's shareholders will be able to obtain a free copy of documents filed with the SEC at the SEC's website at <http://www.sec.gov> or the Company's website at <http://investor.GameStop.com>.

Participants in the Solicitation

The directors, executive officers and certain other members of management and employees of the Company may be deemed "participants" in the solicitation of proxies from shareholders in connection with the matters to be considered at the Company's 2021 Annual Meeting. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the shareholders of the Company in connection with the Company's 2021 Annual Meeting will be set forth in the applicable proxy statement and other relevant documents to be filed with the SEC. You can find information about the Company's executive officers and directors in the Company's definitive proxy statement in connection with the Company's 2021 Annual Meeting when filed with the SEC on Schedule 14A and the Company's and such persons' other filings with the SEC.

Contacts

GameStop Investor Relations
817-424-2001
investorrelations@gamestop.com

GameStop Public Relations
Joey Mooring
joeymooring@gamestop.com

or

Profile
Greg Marose / Charlotte Kiaie
gamestop@profileadvisors.com

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