

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* CARLSON DAVID W <hr/> (Last) (First) (Middle) C/O GAMESTOP CORP., 625 WESTPORT PARKWAY <hr/> (Street) GRAPEVINE TX 76051 <hr/> (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) Director 10% Owner X Officer (give title below) Other (specify below) Exec. VP, CFO & Asst. Sec'y	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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 Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			
Stock Option (Right to Buy) ⁽¹⁾	10/08/2005	12/04/2010	Class A Common Stock	200,000	\$ 3.53	D	
Stock Option (Right to Buy) ⁽¹⁾	10/08/2005	02/13/2012	Class A Common Stock	351,000	\$ 18	D	
Stock Option (Right to Buy) ⁽¹⁾	⁽²⁾	03/25/2013	Class A Common Stock	45,000	\$ 11.8	D	
Stock Option (Right to Buy) ⁽¹⁾	⁽³⁾	03/01/2014	Class A Common Stock	75,000	\$ 18.57	D	
Stock Option (Right to Buy) ⁽¹⁾	⁽⁴⁾	03/10/2015	Class A Common Stock	75,000	\$ 20.25	D	

Explanation of Responses:

- As a result of, and pursuant to, the consummation on October 8, 2005 of the business combination transaction (the "Transaction") between GameStop Corp., now known as GameStop Holdings Corp. (the "Company"), and Electronics Boutique Holdings Corp. pursuant to which the Company became a wholly owned subsidiary of GSC Holdings Corp., now known as GameStop Corp. ("GameStop"), each of the Reporting Person's options to acquire shares of Company Class A Common Stock, whether or not vested immediately prior to the effective time of the Transaction, was converted into the right to receive an option to acquire an equal number of shares of GameStop Class A Common Stock at the same exercise price.
- Two thirds of these options are immediately exercisable and one third becomes exercisable on March 26, 2006.
- One third of these options are immediately exercisable and the remaining two thirds become exercisable on March 2 of each of the years 2006 and 2007.
- One third of these options become exercisable on March 11 of each of the years 2006 through 2008.

/s/ David W. Carlson 10/11/2005
 ** Signature of Reporting Date
 Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.