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**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. 2)**

**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  
18<sup>th</sup> and Arch Streets  
Philadelphia, PA 19103  
(215) 981-4000**

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
<b>139,825,784</b>	<b>\$16,248</b>

\* 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.

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- 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:

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This Amendment No. 2 (this “Amendment No. 2”) 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. 2 shall have the meanings ascribed to them in the Schedule TO or the Offer to Purchase.

This Amendment No. 2 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 5,924,736 Shares had been validly tendered into and not withdrawn from the Offer (including an aggregate of 31,611 Shares delivered by Notice of Guaranteed Delivery), representing approximately 86.39% 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 will accept for payment, and pay for by deposit of the Offer Price for such Shares with the Depository on July 17, 2015, all Shares validly tendered into and not validly withdrawn from the Offer.

Following the consummation of the Offer, Parent and Purchaser will complete 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) will be 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 14, 2015, Parent issued a press release announcing the expiration and preliminary results of the Offer. The full text of the press release is attached as Exhibit (a)(5)(C) 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)(C)	Press Release issued by GameStop Corp. on July 14, 2015, announcing the expiration and preliminary results of the Offer.

**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 14, 2015

GAMESTOP CORP.

By: /s/ Robert A. Lloyd

Name: Robert A. Lloyd

Title: Executive Vice President and Chief Financial Officer

Dated: July 14, 2015

GADGET ACQUISITION, INC.

By: /s/ Robert A. Lloyd

Name: Robert A. Lloyd

Title: Chief Financial Officer and Director

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(C)	Press Release issued by GameStop Corp. on July 14, 2015, announcing the expiration and preliminary results of the Offer.



### GameStop Announces Expiration of Tender Offer

GRAPEVINE, TX - July 14, 2015 - GameStop Corp. (NYSE: GME) today announced the expiration of its tender offer (the "Offer") to purchase all outstanding shares of Geeknet, Inc. (NASDAQ: GKNT) for \$20.00 per share in cash (the "Offer Price"). The Offer expired at 11:59 p.m. ET on July 13, 2015.

As of the expiration of the Offer, a total of 5,924,736 shares were validly tendered and not withdrawn in the Offer (including an aggregate of 31,611 shares delivered by notice of guaranteed delivery), representing 86.39% of Geeknet's outstanding shares, according to the depositary for the Offer.

All conditions to the Offer having been satisfied, GameStop will accept for payment, and pay for by deposit of the Offer Price for such shares with the depositary for the Offer on July 17, 2015, all shares validly tendered into (and not validly withdrawn from) the Offer.

Following the consummation of the Offer, GameStop will complete the acquisition of Geeknet through a merger without a meeting of stockholders of Geeknet in accordance with Section 251(h) of the General Corporation Law of the State of Delaware. At the date and time at which the merger becomes effective, each of the then issued and outstanding shares of Geeknet common stock (other than shares held (i) in the treasury of Geeknet or by GameStop or any of GameStop's 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) will be automatically canceled and converted into the right to receive the Offer Price, without interest thereon and less any applicable withholding taxes.

#### 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](http://www.gamestop.com); [www.Kongregate.com](http://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](http://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](https://www.facebook.com/GameStop).

#### About Geeknet

Geeknet, Inc. (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](http://www.thinkgeek.com) or [www.geek.net](http://www.geek.net).

#### Investor and Media Inquiries:

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

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**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 proposed transactions include, among others: (1) the satisfaction of the conditions to the consummation of the proposed transactions, (2) the timing of the completion of the proposed transactions and (3) the potential impact of the announcement or consummation of the proposed transactions 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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