
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K/A

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 21, 2017 (November 13, 2017)

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 Number)

625 Westport Parkway, Grapevine, TX 76051
(Address of Principal Executive Offices)

(817) 424-2000

(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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.

As previously reported, on November 13, 2017, the Board of Directors (the “Board”) of GameStop Corp. (the “Company”) appointed Daniel A. DeMatteo interim chief executive officer of the Company.

On December 18, 2017, the Company entered into a letter agreement with Mr. DeMatteo. The letter agreement increases Mr. DeMatteo’s annual rate of base salary from \$300,000 to \$900,000 and his target annual bonus opportunity from 150% to 200% of base salary, in each case for the period of his service as the Company’s interim chief executive officer. In addition, the letter agreement provides for the calculation of Mr. DeMatteo’s target annual bonus opportunity for fiscal year 2017 (and fiscal year 2018, if applicable) to be determined as the weighted average of his target annual bonus opportunities for the portions of year that he does and does not serve as the Company’s interim chief executive officer.

The terms of the letter agreement were approved by the independent directors of the Board, upon the recommendation of the Compensation Committee of the Board. A copy of the letter agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Compensation Letter Agreement dated December 18, 2017 with Daniel A. DeMatteo.</u> *

*Compensatory plan or arrangement.

SIGNATURES

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

GAMESTOP CORP.

(Registrant)

Date: December 21, 2017

By: /s/ ROBERT A. LLOYD

Name: Robert A. Lloyd

Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Compensation Letter Agreement dated December 18, 2017 with Daniel A. DeMatteo. *

*Compensatory plan or arrangement.

December 18, 2017

Mr. Daniel A. DeMatteo
625 Westport Parkway
Grapevine, Texas 76051

RE: Compensation During Service as Interim CEO

Dear Mr. DeMatteo:

On the date set forth above, the independent directors of the Board of Directors (the "Board") of GameStop Corp. (the "Company"), upon the recommendation of the Compensation Committee of the Board, authorized and approved the following changes to your compensation:

Effective as of November 13, 2017 and for the period of your service as the Company's interim Chief Executive Officer ("interim CEO"), your annual rate of base salary will be \$900,000 and your target annual bonus opportunity will be 200% of base salary actually earned.

Accordingly, your target annual bonus opportunity for fiscal 2017 (and for fiscal 2018, if you continue to serve as interim CEO for a portion of that year) will be determined as the weighted average of your target bonus opportunities for the portions of the fiscal year that you do and do not serve as interim CEO.

For example, your fiscal 2017 target annual bonus opportunity was previously 150% of a \$300,000 annual rate of base salary. If you remain in service as interim CEO for the remainder of fiscal 2017, you will have served in your prior role for 288 days and as interim CEO for 83 days during fiscal 2017 (fiscal 2017 has 371 days). In that case, your target annual bonus opportunity for fiscal 2017 will be \$752,021, determined as follows:

$$(288/371 * \$300,000 * 150\%) + (83/371 * \$900,000 * 200\%)$$

The other terms of your annual bonus opportunity, including the annual bonus payout scale for performance above or below target (as a percentage of your target opportunity), remain unchanged.

The compensation changes described above, as well as the changes in your title, authority and duties associated with your service as interim CEO, are expected to be temporary. Therefore, you acknowledge and agree that the reversion at any time of your base salary, annual bonus opportunity, title, authority and/or duties to those in effect prior to November 13, 2017 will not constitute "Good Reason" for purposes of your Executive Employment Agreement with the Company dated May 10, 2013.

Except as and to the extent expressly set forth in this letter, all other elements of your compensation remain unchanged.

Very truly yours,

/s/ GERALD R. SZCZEPANSKI

Gerald R. Szczepanski, Chair of Compensation
Committee

Acknowledged:

/s/ DANIEL A. DEMATTEO

Daniel A. DeMatteo