

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

GameStop Corp.  
(Name of Issuer)

Class A Common Stock, \$0.001 par value per share  
(Title of Class of Securities)

36467W109  
(CUSIP Number)

KURTIS J. WOLF  
HESTIA CAPITAL MANAGEMENT, LLC  
175 Brickyard Road, Suite 200  
Adams Township, Pennsylvania 16046  
(724) 687-7842

JOHN C. BRODERICK  
PERMIT CAPITAL, LLC  
100 Front Street, Suite 900  
West Conshohocken, Pennsylvania 19428  
(610) 941-5025

STEVE WOLOSKY, ESQ.  
ELIZABETH GONZALEZ-SUSSMAN, ESQ.  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 12, 2020  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON  HESTIA CAPITAL PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  906,600
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  906,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  906,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.38%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  HESTIA CAPITAL MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,301,100
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,301,100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,301,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.97%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  KURTIS J. WOLF	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO, PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  21,400
	8	SHARED VOTING POWER  1,301,100
	9	SOLE DISPOSITIVE POWER  21,400
	10	SHARED DISPOSITIVE POWER  1,301,100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,322,500	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.01%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  PERMIT CAPITAL ENTERPRISE FUND, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  3,053,536
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  3,053,536
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,053,536	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.63%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  PERMIT CAPITAL, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  3,053,536
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  3,053,536
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,053,536	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.63%	
14	TYPE OF REPORTING PERSON  IA	

1	NAME OF REPORTING PERSON  PERMIT CAPITAL GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  3,053,536
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  3,053,536
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,053,536	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.63%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  JOHN C. BRODERICK	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO, PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  576,645
	8	SHARED VOTING POWER  3,053,536
	9	SOLE DISPOSITIVE POWER  576,645
	10	SHARED DISPOSITIVE POWER  3,053,536
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,630,181	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.51%	
14	TYPE OF REPORTING PERSON  IN	



The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares beneficially owned by each of Hestia Capital, Hestia LLC and Permit Enterprise were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference. The Shares beneficially owned by Mr. Wolf and Mr. Broderick were purchased with personal funds.

The aggregate purchase price of the 906,600 Shares beneficially owned by Hestia Capital is approximately \$4,986,431, including brokerage commissions. The aggregate purchase price of the 394,500 Shares held in the SMAs which are deemed to be beneficially owned by Hestia LLC is approximately \$2,153,755, including brokerage commissions. The aggregate purchase price of the 21,400 Shares beneficially owned by Mr. Wolf is approximately \$161,208, including brokerage commissions. The aggregate purchase price of the 3,053,536 Shares beneficially owned by Permit Enterprise is approximately \$30,567,010, including brokerage commissions. The aggregate purchase price of the 576,645 Shares beneficially owned by Mr. Broderick is approximately \$4,479,199, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

The Reporting Persons purchased the securities of the Issuer based on the Reporting Persons’ belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of securities of the Issuer on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

As previously disclosed, the Reporting Persons formed a group in connection with Hestia Capital’s nomination and the solicitation of proxies for the election of Hestia Capital’s director candidates at the Issuer’s 2019 annual meeting of stockholders. On March 29, 2019, the Reporting Persons entered into a cooperation agreement with the Issuer (the “Agreement”), pursuant to which, the Issuer agreed, among other things, to appoint Lizabeth Dunn to the Board and a second director with the input of the Reporting Persons. Pursuant to the Agreement, the Reporting Persons also agreed to certain customary standstill provisions that expired on March 12, 2020, which did not restrict the Reporting Persons from providing their views privately to the Board of Directors (the “Board”) or management on any matter but prevented the Reporting Persons from expressing their concerns publicly.

During the Standstill Period (as defined in the Agreement), the Reporting Persons repeatedly provided their views and suggestions to the Board regarding the need to return capital to stockholders, reduce expenses and meaningfully refresh the Board. The Reporting Persons tried to provide their input with respect to the selection of the second director to be appointed to the Board pursuant to the Agreement and a greater Board refreshment process, but the Board would not meaningfully engage with the Reporting Persons.

Just three days before the termination of the Standstill Period, the Issuer announced the appointment of three new directors to the Board and the expectation that four directors would not stand for election at the 2020 annual meeting of stockholders, with an additional two directors agreeing to not stand for election at the 2021 annual meeting of stockholders.

On March 12, 2020, the Reporting Persons delivered a letter to the Board responding to the Board changes announced by the Issuer three days earlier. In the letter, the Reporting Persons detailed the Board's indifference to stockholder input and how the Board seemed to only take action when faced with significant stockholder pressure. In the letter, the Reporting Persons expressed their belief that further Board refreshment was warranted, including with the addition of a stockholder representative to the Board. The foregoing description of the letter is qualified in its entirety by reference to the full text of the letter, a copy of which is filed hereto as Exhibit 99.1, and is incorporated herein by reference.

Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, continuing to engage in communications with management and the Board, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 65,922,283 shares outstanding as of December 4, 2019 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 11, 2019.

A. Hestia Capital

(a) As of the close of business on March 11, 2020, Hestia Capital beneficially owned 906,600 Shares.

Percentage: Approximately 1.38%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 906,600
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 906,600

(c) The transactions in the Shares by Hestia Capital during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Hestia LLC

(a) As of the close of business on March 11, 2020, Hestia LLC beneficially owned 394,500 Shares, which are held in SMAs. As the general partner of Hestia Capital, Hestia LLC may also be deemed the beneficial owner of the 906,600 Shares beneficially owned by Hestia Capital.

Percentage: Approximately 1.97%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,301,100
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,301,100

(c) The transactions in the Shares by the SMAs during the past sixty days are set forth in Schedule A and are incorporated herein by reference. Additionally, the transactions in the Shares on behalf of Hestia Capital during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Kurtis J. Wolf

- (a) As of the close of business on March 11, 2020, Mr. Wolf beneficially owned 21,400 Shares, which are held jointly with his wife. As the managing member of Hestia LLC, Mr. Wolf may also be deemed the beneficial owner of the (i) 906,600 Shares beneficially owned by Hestia Capital and (ii) the 394,500 Shares held in SMAs that are beneficially owned by Hestia LLC.

Percentage: Approximately 2.01%

- (b)
1. Sole power to vote or direct vote: 21,400
  2. Shared power to vote or direct vote: 1,301,100
  3. Sole power to dispose or direct the disposition: 21,400
  4. Shared power to dispose or direct the disposition: 1,301,100
- (c) The transactions in the Shares by Mr. Wolf during the past sixty days are set forth in Schedule A and are incorporated herein by reference. Additionally, the transactions in the Shares on behalf of Hestia Capital and the SMAs during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. Permit Enterprise

- (a) As of the close of business on March 11, 2020, Permit Enterprise beneficially owned 3,053,536 Shares.

Percentage: Approximately 4.63%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 3,053,536
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 3,053,536
- (c) Permit Enterprise has not entered into any transactions in the Shares during the past sixty days.

E. Permit LLC

- (a) Permit LLC, as the investment adviser of Permit Enterprise, may be deemed the beneficial owner of the 3,053,536 Shares owned by Permit Enterprise.

Percentage: Approximately 4.63%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 3,053,536
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 3,053,536

- (c) Permit LLC has not entered into any transactions in the Shares during the past sixty days.

F. Permit GP

- (a) Permit GP, as the general partner of Permit Enterprise, may be deemed the beneficial owner of the 3,053,536 Shares owned by Permit Enterprise.

Percentage: Approximately 4.63%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 3,053,536
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 3,053,536

- (c) Permit GP has not entered into any transactions in the Shares during the past sixty days.

G. John C. Broderick

- (a) As of the close of business on March 11, 2020, Mr. Broderick beneficially owned 576,645 Shares, including 3,825 Shares held by his wife, of which Mr. Broderick maintains voting and dispositive power. As a partner of Permit GP, Mr. Broderick may also be deemed the beneficial owner of the 3,053,536 Shares beneficially owned by Permit Enterprise.

Percentage: Approximately 5.51%

- (b) 1. Sole power to vote or direct vote: 576,645  
2. Shared power to vote or direct vote: 3,053,536  
3. Sole power to dispose or direct the disposition: 576,645  
4. Shared power to dispose or direct the disposition: 3,053,536
- (c) The transactions in the Shares by Mr. Broderick during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

As of the close of business on March 11, 2020, the Reporting Persons collectively beneficially owned an aggregate of 4,952,681 Shares, constituting approximately 7.51% of the Shares outstanding.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

As previously reported, Hestia Capital and Hestia LLC purchased in the over-the-counter market American-style call options referencing an aggregate of 84,000 Shares and 24,000 Shares, respectively, which had an exercise price of \$8.00 and expired pursuant to their terms on January 17, 2020.

Item 7. Material to be Filed as Exhibits.

99.1 Letter to the Board, dated March 12, 2020.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 12, 2020

Hestia Capital Partners, LP

By: Hestia Capital Management, LLC,  
its General Partner

By: /s/ Kurtis J. Wolf

Name: Kurtis J. Wolf

Title: Managing Director

Hestia Capital Management, LLC

By: /s/ Kurtis J. Wolf

Name: Kurtis J. Wolf

Title: Managing Member

/s/ Kurtis J. Wolf

Kurtis J. Wolf

Permit Capital Enterprise Fund, L.P.

By: /s/ John Broderick  
Name: John Broderick  
Title: Partner

Permit Capital, LLC

By: /s/ John Broderick  
Name: John Broderick  
Title: Partner

Permit Capital GP, L.P.

By: /s/ John Broderick  
Name: John Broderick  
Title: Partner

/s/ John Broderick  
John Broderick



**SCHEDULE A****Transaction in the Shares During the Past Sixty (60) Days**

<u>Nature of Transaction</u>	<u>Amount of Securities Purchased</u>	<u>Price per Share (\$)</u>	<u>Date of Purchase</u>
<b><u>HESTIA CAPITAL PARTNERS, LP</u></b>			
Purchase of Common Stock	21,000	4.1106	02/11/2020
Purchase of Common Stock	42,000	3.8249	02/24/2020
Purchase of Common Stock	21,000	3.7086	02/25/2020
Purchase of Common Stock	21,000	3.4190	02/26/2020
Purchase of Common Stock	31,500	3.4893	03/02/2020
<b><u>HESTIA CAPITAL MANAGEMENT, LLC</u></b> <b><u>(Through certain separately managed accounts)</u></b>			
Purchase of Common Stock	6,000	4.1080	02/21/2020
Purchase of Common Stock	12,000	3.8155	02/24/2020
Purchase of Common Stock	6,000	3.7042	02/25/2020
Purchase of Common Stock	6,000	3.4120	02/26/2020
Purchase of Common Stock	9,000	3.4822	03/02/2020
<b><u>KURTIS J. WOLF</u></b>			
Sale of Common Stock	(900)	3.9767	02/11/2020
Purchase of Common Stock	1,600	3.9830	02/11/2020
<b><u>JOHN C. BRODERICK</u></b>			
Purchase of Common Stock	5,000	4.1887	02/14/2020
Purchase of Common Stock	99,000	3.5700	02/27/2020
Sale of Common Stock	(74,280)	3.6000	02/28/2020

## **Investor Group Sends Letter to GameStop Board Commenting on Board Refreshment**

***Believes recent Board changes are a step in the right direction, but were undertaken only after continued stockholder pressure and do not go far enough***

### ***Requests immediate stockholder representation on the Board***

March 12, 2020 - Pittsburgh -- Hestia Capital Partners LP, Permit Capital Enterprise Fund LP and their affiliates, who beneficially own approximately 7.5% of the outstanding common stock of GameStop Corp. (NYSE: GME), announced today, after the expiration of a year-long standstill agreement, that they have delivered a letter to GameStop's Board of Directors requesting that they take immediate action to appoint a stockholder representative to the Company's Board of Directors.

Kurt Wolf, Managing Partner and GP of Hestia Capital Partners stated, "While we certainly applaud the Board for finally recognizing the need for well-overdue changes to its composition and skillset, we remain concerned with this Board's ability to make positive progress without persistent stockholder engagement from inside the boardroom."

John Broderick, a Partner with Permit Capital added, "Now that the Board has announced the addition of three new Board members and the impending retirement of six long-tenured Directors over the next 16 months, we believe there is ample room for a stockholder representative to join this Board."

The full text of the letter follows:

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**Permit Capital LLC**  
100 Front Street, Suite 900  
West Conshohocken, PA 19428  
(p) 610-941-5025  
john.broderick@permitcap.com

**Hestia Capital Management LLC**  
175 Brickyard Road., Suite 200  
Adams Township, PA 16046  
(p) 724.687.7842  
kwolf@hestiacapital.com

March 12, 2020

Sent via Email

The Board of Directors  
GameStop Corp.  
625 Westport Parkway  
Grapevine, TX 76051

Dear Members of the Board:

Permit Capital Enterprise Fund LP (“Permit”) and Hestia Capital Partners LP (“Hestia”), together with their affiliates (“we”), are long-term stockholders of GameStop Corp. (“GameStop” or the “Company”), collectively owning approximately 7.5% of the outstanding stock. Permit and Hestia formed an investment group in 2019 for the purpose of constructively engaging with the Company to address numerous concerns about the Company’s underperformance, which we believe is deeply rooted in this Board’s poor governance.

In early April 2019, we entered into a Cooperation Agreement (the “Agreement”) with the Company that has effectively muted our voice and prevented us from expressing our increasing concerns publicly. Now that the Agreement has ended (and our ability to speak publicly has been restored), we want to be sure the Board and our fellow stockholders understand that we believe it is imperative for the Company to add a stockholder representative to the Board.

Although the pending departure of four long-tenured directors, along with the appointment of three accomplished new Board members is a step in the right direction, we note that no Director on the Board will own a meaningful stake in the equity of GameStop. In fact, after the Board changes, no independent Director will own more than 86,000 shares, which is equal to approximately \$355,000, or roughly 1.3x the Board’s annual fees.

Stockholders have lost 85% of the value of their investment over the last five years. In our view, professional managers simply do not have the same perspective as those of us that have suffered this loss and continue to be invested in the Company. Moreover, as shown in the table below, a majority of positive changes over the past fourteen months appear to have come only as a result of stockholder pressure.

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Recent Stockholder Demands	Company Response
<p><b>May 16, 2018:</b> Julian Robertson's Tiger Management sends open letter urging the Board to undertake a strategic review, and specifically sell the Technology Brands division (among other changes)</p>	<p><b>January 16, 2019:</b> GameStop sells Spring Mobile (the major business within Technology Brands) for \$700M</p>
<p><b>February 12, 2019:</b> Hestia writes a public letter to the Board, urging it to seek efficiencies and cost savings in SG&amp;A (among other changes)</p>	<p><b>April 2, 2019:</b> GameStop announces that it will undertake an effort to achieve operating profit improvements of approximately \$100M</p>
<p><b>March 13, 2019:</b> Permit and Hestia write a public letter to the Company urging the Board to add new Directors with the requisite skills to help lead GameStop's turnaround efforts</p> <p><b>March 28, 2019:</b> Permit and Hestia nominate four highly qualified candidates to GameStop's Board</p>	<p><b>April 24, 2019:</b> GameStop appoints Raul Fernandez and Liz Dunn to its Board of Directors</p>
<p><b>February 12, 2019:</b> Hestia's public letter urges the Company to repurchase a meaningful amount of stock through a tender offer, noting the Company is severely undervalued</p> <p><b>June 6, 2019:</b> Permit and Hestia send a private letter to the Board regarding poor performance, urging the Company to repurchase shares in the wake of a precipitous stock price decline after the Company reported weak results and eliminated its dividend</p>	<p><b>June 10, 2019:</b> Company announces intent to launch a tender offer for up to 12 million shares of its stock. The Company ultimately repurchases 12 million shares for \$62.4M</p>
<p><b>July 22, 2019:</b> Permit and Hestia write an email to the Company stating that, "(s)o long as the company continues to own, and regularly use, a corporate jet, it is hard for stockholders to believe that their interests are being taken seriously."</p>	<p><b>December 11, 2019:</b> Company files its third quarter 2019 10-Q, listing its corporate jet as a \$12.8M asset held for sale, after taking a \$7.7M impairment on the asset, as of November 2, 2019. The previous 10-Q, which covered the period ending August 3, 2019, did not list the jet as an asset held for sale</p>
<p><b>August 16, 2019:</b> Well-regarded investor (and 3% GameStop stockholder) Michael Burry sends a public letter to the Board urging the Company to complete its remaining \$237.6M share buyback authorization</p>	<p><b>December 11, 2019:</b> Company files its third quarter 2019 10-Q, showing the repurchase of 22.6M shares at an average price of \$5.11 between September 1, 2019 and November 2, 2019</p>

<p><b>September 12, 2019:</b> Permit and Hestia send a private letter to the Board, urging Board members to purchase shares individually to "fulfill the obligations set forth under the Company's stock ownership guidelines" and to "reinforce the Board's confidence in the future."</p>	<p><b>September 20 - September 30, 2019:</b> Five Directors purchase almost 97,000 shares between September 17 and September 27, 2019; representing the first purchases by any of the current eleven Directors in over nine years</p>
<p><b>April 2019 - Present:</b> During the span of Permit and Hestia's Agreement, we have repeatedly called on the Board to engage with stockholders to refresh the Board to avoid the likelihood that stockholders pursue a proxy fight in order to drive needed change</p>	<p><b>March 9, 2020:</b> Three days before Permit and Hestia's Agreement is set to expire, the Board announces plans to add three new Directors and have four long-tenured Directors retire. Two additional Directors have agreed to leave the Board over the following 16 months, essentially creating three open vacancies on the Board</p>

In our opinion, a well-functioning Board addresses issues proactively, not reactively after stockholders are exasperated enough to express their concerns to the Board. We believe a fully-aligned stockholder representative can make an enormous difference in the boardroom by advocating on behalf of all GameStop stockholders on a regular basis.

On March 10, 2020, we spoke with CEO George Sherman in a final attempt to persuade the Board to change its previous stance and consider the appointment of a stockholder representative to the Board. Mr. Sherman indicated that the Board had not seriously considered our (oft-repeated) recommendation because they did not believe that the skills of a stockholder were a top priority for the Board. We believe the Board's history of passivity and value destruction prove otherwise.

We wholeheartedly believe that the difference between the Company's current share price (in the low \$4s) and the intrinsic value of GameStop, which we believe is in the high teens, will only be realized if the Company is properly governed. The opportunity for value creation is so enormous that we must continue to advocate for stockholder representation on the Board.

As has been the case for over a year, we stand ready to try to work with the Board to address the need for stockholder representation on the Board. We look forward to continuing the dialogue which was restarted over the past couple of days with George regarding stockholder representation. If we cannot convince the Board that adding a representative of a large stockholder is valuable, we are prepared to nominate candidates for election to the Board at this year's annual meeting.

Sincerely,

/s/ John Broderick

John Broderick  
Partner  
Permit Capital Enterprise Fund LP

/s/ Kurtis J. Wolf

Kurtis J. Wolf  
Managing Member of the GP  
Hestia Capital Partners, LP

## CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Hestia Capital Partners LP (“Hestia LP”) and Permit Capital Enterprise Fund, L.P. (“Permit Enterprise”), together with the other participants named herein (collectively, the “Stockholder Group”), intend to file a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2020 annual meeting of stockholders of GameStop Corp., a Delaware corporation (the “Company”).

THE STOCKHOLDER GROUP STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS, INCLUDING A PROXY CARD, AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC’S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS’ PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Hestia LP, Hestia Capital Management, LLC (“Hestia LLC”), Kurtis J. Wolf, Permit Enterprise, Permit Capital, LLC (“Permit LLC”), Permit Capital GP, L.P. (“Permit GP”), and John C. Broderick.

As of the date hereof, Hestia LP beneficially owns directly 906,600 shares of Class A common stock, par value \$0.001 per share (the “Common Stock”), of the Company. Hestia LLC, as the general partner of Hestia LP, may be deemed to beneficially own the 906,600 shares of Common Stock of the Company directly owned by Hestia LP and an additional 394,500 shares of Common Stock of the Company held in certain separately managed accounts. Mr. Wolf, as the Managing Member of Hestia LLC, may be deemed to beneficially own the 906,600 shares of Common Stock of the Company directly owned by Hestia LP and an additional 394,500 shares of Common Stock of the Company held in certain separately managed accounts. In addition, Mr. Wolf is deemed to beneficially own 21,400 shares of Common Stock that are beneficially owned directly by Mr. Wolf, his wife and various trusts for the benefit of his children.

As of the date hereof, Permit Enterprise beneficially owns directly 3,053,536 shares of Common Stock. Permit GP, as the general partner of Permit Enterprise, may be deemed to beneficially own the 3,053,536 shares of Common Stock of the Company directly owned by Permit Enterprise. Permit LLC, as the investment manager of Permit Enterprise, may be deemed to beneficially own the 3,053,536 shares of Common Stock of the Company directly owned by Permit Enterprise. John C. Broderick, as a Partner of Permit LLC with sole voting and dispositive power over such shares, may be deemed to beneficially own the 3,053,536 shares of Common Stock of the Company directly owned by Permit Enterprise. In addition, Mr. Broderick beneficially owns directly 576,645 shares of Common Stock of the Company, which includes 3,825 shares of Common Stock of the Company that are beneficially owned directly by his wife.

### Contacts:

Kurt Wolf at 724-687-7842

John Broderick at 610-941-5025

### Source:

Hestia Capital Management, LLC & Permit Capital Enterprise Fund, L.P.