

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GSC HOLDINGS CORP.
(Exact name of Registrant as specified in its charter)

Delaware 5734
(State or other jurisdiction of (Primary Standard Industrial
incorporation or organization) Classification Code Number)

20-2733559
(I.R.S. Employer
Identification No.)

c/o GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

R. Richard Fontaine
c/o GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051
(817) 424-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

Michael N. Rosen
Jay M. Dorman
Bryan Cave LLP
1290 Avenue of the Americas
New York, New York 10104
(212) 541-2000

Jeffrey W. Griffiths
Electronics Boutique
Holdings Corp.
931 South Matlack Street
West Chester, Pennsylvania 19382
(610) 430-8100

Leonard M. Klehr
William W. Matthews, III
Klehr, Harrison, Harvey, Branzburg &
Ellers LLP
260 South Broad Street
Philadelphia, Pennsylvania 19102
(215) 568-6060

Approximate date of commencement of proposed sale of the securities to the
public:

As soon as practicable after this Registration Statement becomes effective and
all other conditions to the proposed mergers described herein have been
satisfied or waived.

If the securities being registered on this Form are being offered in

connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] Registration No. 333-125161

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3) (4)
Class A common stock, par value \$0.001 per share(5)	284,283	N/A	\$9,190,148	\$1,100

- (1) The number of additional shares of Class A common stock, par value \$0.001 per share, of the registrant ("Holdco Class A common stock") being registered is based upon the sum of (i) the product obtained by multiplying (x) 41,300 shares of Class A common stock, par value \$0.001 per share, of GameStop Corp. ("GameStop Class A common stock") estimated to be outstanding immediately prior to the GameStop merger by (y) the exchange ratio of 1.0, plus (ii) the product obtained by multiplying (a) 308,374 shares of common stock, par value \$0.01 per share, of Electronics Boutique Holdings Corp. ("EB common stock") estimated to be outstanding immediately prior to the EB merger, by (b) the exchange ratio of 0.78795. The Registrant previously registered 54,382,484 shares of Holdco Class A common stock and 29,901,662 shares of Class B common stock, par value \$.001 per share, of Holdco ("Holdco Class B common stock") on its Registration Statement on Form S-4 (File No. 333-125161).
- (2) Pursuant to Rules 457(f) (1) and 457(c) under the Securities Act and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is the sum of (i) the product obtained by multiplying (x) \$32.42 (the average of the high and low prices of GameStop Class A common stock on October 5, 2005), by (y) 41,300 shares of GameStop Class A common stock (estimated number of shares of GameStop Class A common stock to be cancelled in the GameStop merger), plus (ii) the product obtained by multiplying (a) \$63.61 (the average of the high and low prices of EB common stock on October 5, 2005), by (b) 308,374 shares of EB common stock (estimated number of shares of EB common stock to be cancelled in the EB merger), minus (iii) \$11,764,468 (the estimated amount of cash to be paid by the registrant to EB's stockholders in the EB merger). Additional shares of Holdco Class A common stock are being registered hereby in order to include a good faith estimate of shares of GameStop Class A common stock or EB common stock or both that may be issued after the filing of this Registration Statement and prior to the completion of the mergers.
- (3) Calculated by multiplying the estimated aggregate offering price of securities to be registered by .00011770.
- (4) A registration fee of \$243,556 was previously paid in connection with the filing of the Registrant's Form S-4 for the registration of 54,382,484 shares of Holdco Class A common stock and 29,901,662 shares of Holdco Class B common stock. An additional registration fee of \$1,100 is being paid for an additional 284,283 shares of Holdco Class A common stock.
- (5) Each holder of GameStop Class A common stock is entitled to one vote for

each share of GameStop Class A common stock, and each holder of GameStop Class B common stock is entitled to ten votes for each share of GameStop Class B common stock, held on all matters properly submitted to the GameStop stockholders.

EXPLANATORY NOTE

Pursuant to its Registration Statement on Form S-4 (File No. 333-125161), declared effective as of September 2, 2005, GSC Holdings Corp. ("Holdco" or the "Registrant") registered 54,382,484 shares of Class A common stock, par value \$.001 per share ("Holdco Class A common stock"), and 29,901,662 shares of Class B common stock, par value \$.001 per share, and paid a fee of \$243,556. Holdco is filing this Registration Statement on Form S-4 pursuant to General Instruction K to Form S-4 and Rule 462(b) of the Securities Act of 1933, as amended, solely to register 284,283 additional shares of Holdco Class A common stock for issuance in connection with the consummation of the mergers as contemplated by the Agreement and Plan of Merger, dated as of April 17, 2005, by and among Holdco, GameStop, Inc., GameStop Corp., Eagle Subsidiary LLC, Cowboy Subsidiary LLC and Electronics Boutique Holdings Corp. In connection with the registration of additional shares, Holdco is paying an additional registration fee of \$1,100.

STATEMENT OF INCORPORATION BY REFERENCE

The contents of the prior Registration Statement on Form S-4 (File No. 333-125161) are hereby incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Grapevine, State of Texas on October 7, 2005.

GSC Holdings Corp.

By: /s/ R. Richard Fontaine

R. Richard Fontaine
Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints R. Richard Fontaine, Daniel A. DeMatteo and David W. Carlson, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective documents in connection therewith), with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	CAPACITY	DATE
/s/ R. Richard Fontaine ----- R. Richard Fontaine	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	October 7, 2005

/s/ Daniel A. DeMatteo

Daniel A. DeMatteo

Vice Chairman, Chief Operating Officer and
Director

October 7, 2005

/s/ David Carlson

David Carlson

Executive Vice President and Chief
Financial Officer (Principal Accounting
and Financial Officer)

October 7, 2005

EXHIBIT INDEX

Exhibit

Number

Description

- 5.1 Opinion of Bryan Cave LLP regarding legality of securities being registered.
- 8.1 Opinion of Bryan Cave LLP, counsel to GameStop Corp., as to material U.S. federal tax matters (incorporated herein by reference to Exhibit 8.1 of GSC Holdings Corp.'s Amendment No. 2 to its Registration Statement on Form S-4 filed September 2, 2005 (File No. 333-125161)).
- 8.2 Opinion of Klehr, Harrison, Harvey, Branzburg & Ellers LLP, counsel to Electronics Boutique Holdings Corp., as to material U.S. federal tax matters (incorporated herein by reference to Exhibit 8.2 of GSC Holding Corp.'s Amendment No. 2 to its Registration Statement on Form S-4 filed September 2, 2005 (File No. 333-125161)).
- 23.1 Consent of BDO Seidman, LLP, independent registered public accounting firm for GameStop Corp.
- 23.2 Consent of KPMG LLP, independent registered public accounting firm for Electronics Boutique Holdings Corp.
- 23.3 Consent of Bryan Cave LLP (included as part of its opinion filed as Exhibit 5.1 to this Registration Statement).
- 23.4 Consent of Bryan Cave LLP (included as part of its opinion filed as Exhibit 8.1 to this Registration Statement).
- 23.5 Consent of Klehr, Harrison, Harvey, Branzburg & Ellers LLP (included as part of its opinion filed as Exhibit 8.2 to this Registration Statement).
- 24.1 Power of Attorney (included on signature page to this Registration Statement).
- 99.1 Consent of Citigroup Global Markets Inc. (incorporated herein by reference to Exhibit 99.1 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.2 Consent of Merrill Lynch & Co. (incorporated herein by reference to Exhibit 99.2 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.3 Consent of Peter J. Solomon Company, L.P. . (incorporated herein by reference to Exhibit 99.3 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.4 Consent of Leonard Riggio to be named as a director (incorporated herein by reference to Exhibit 99.4 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.5 Consent of Michael N. Rosen to be named as a director (incorporated herein by reference to Exhibit 99.5 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.6 Consent of Stephanie M. Shern to be named as a director (incorporated herein by reference to Exhibit 99.6 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).

- 99.7 Consent of Gerald R. Szczepanski to be named as a director (incorporated herein by reference to Exhibit 99.7 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.8 Consent of Edward A. Volkwein to be named as a director (incorporated herein by reference to Exhibit 99.8 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.9 Consent of James J. Kim to be named as a director (incorporated herein by reference to Exhibit 99.9 of GSC Holdings Corp.'s Registration Statement on Form S-4 filed May 23, 2005 (File No. 333-125161)).
- 99.10 Consent of Stanley Steinberg to be named as a director (incorporated herein by reference to Exhibit 99.10 of GSC Holdings Corp.'s Amendment No. 1 to Registration Statement on Form S-4 filed July 8, 2005 (File No. 333-125161)).

[Letterhead of Bryan Cave LLP]

October 7, 2005

GSC Holdings Corp.
c/o GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051

Re: Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as counsel to GSC Holdings Corp., a Delaware corporation (the "Company") and wholly-owned subsidiary of GameStop, Inc., a Minnesota corporation ("GameStop, Inc."), in connection with the Registration Statement on Form S-4 (the "Registration Statement"), filed by the Company under the Securities Act of 1933, as amended (the "Securities Act"), relating to the proposed issuance by the Company of up to 54,666,767 shares of Class A common stock, par value \$0.001 per share (the "Class A Shares"), and up to 29,901,662 shares of Class B common stock, par value \$0.001 per share (the "Class B Shares" and, together with the Class A Shares, the "Shares"), pursuant to the Agreement and Plan of Merger, dated as of April 17, 2005 (the "Merger Agreement"), by and among GameStop Corp., a Delaware corporation ("GameStop"), GameStop, Inc., the Company, Cowboy Subsidiary LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company ("GameStop Merger Sub"), Eagle Subsidiary LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company ("EB Merger Sub" and, together with GameStop Merger Sub, the "Merger Subs") and Electronics Boutique Holdings Corp., a Delaware corporation ("EB"), whereby (i) GameStop Merger Sub shall be merged with and into GameStop (the "GameStop Merger") and (ii) EB Merger Sub shall be merged with and into EB (the "EB Merger" and, together with the GameStop Merger, the "Mergers"), with GameStop and EB surviving the Mergers as wholly-owned subsidiaries of the Company.

In connection herewith, we have examined (i) the Merger Agreement; (ii) the Amended and Restated Certificate of Incorporation of the Company; (iii) the Amended and Restated By-Laws of the Company; and (iv) the form of stock certificate representing the Class A Shares and the form of stock certificate representing the Class B Shares ((i), (ii), (iii) and (iv) collectively, the "Transaction Documents").

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such other corporate records, agreements and instruments of the Company, certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries, as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the Transaction Documents and the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the Merger Agreement and certificates and statements of appropriate representatives of the Company.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that upon issuance of the Shares in accordance with the Merger Agreement at the effective time of the Mergers, the Shares will be validly issued, fully paid and non-assessable.

We do not express any opinion herein concerning any law other than the General Corporation Law of the State of Delaware and the Federal laws of the United States of America.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Joint Proxy Statement-Prospectus included in the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Bryan Cave LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

GSC Holdings Corp
Grapevine, Texas

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 constituting a part of the Registration Statement on Form S-4 No. 333-125161 of GSC Holdings Corp., of our reports dated March 30, 2005 (except for Note 16, which is dated August 24, 2005), relating to the consolidated financial statements of GameStop Corp., management's assessment of internal control over financial reporting as of January 29, 2005, and the effectiveness of internal control over financial reporting as of January 29, 2005, which are contained in the Annual Report on Form 10-K/A. We also consent to the incorporation by reference of our report dated March 30, 2005 (except for Note 16, which is dated August 24, 2005) relating to the financial schedule which appears in the Annual Report on Form 10-K/A.

We also consent to the reference to us under the caption "Experts" in the Registration Statement on Form S-4 No. 333-125161.

/s/ BDO Seidman, LLP

BDO SEIDMAN, LLP

Dallas, TX
October 6, 2005

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated April 7, 2005, with respect to the consolidated balance sheets of Electronics Boutique Holdings Corp. as of January 29, 2005 and January 31, 2004, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 29, 2005, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of January 29, 2005, and the effectiveness of internal control over financial reporting as of January 29, 2005, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the Form S-4 registration statement.

Our report with respect to the consolidated financial statements refers to a change in the method of accounting for consideration received from a vendor.

Philadelphia, Pennsylvania
October 6, 2005