

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* KIM JAMES J _____ (Last) (First) (Middle) 1345 ENTERPRISE DRIVE _____ (Street) WEST CHESTER PA 19380 _____ (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks.	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock	9,115,873 ⁽¹⁾ ⁽²⁾	I	See Footnote 1. ⁽¹⁾
Common Stock	47	D ⁽³⁾	

**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			

Explanation of Responses:

- Received in exchange for 11,569,100 shares of Electronics Boutique Holdings Corp. ("EB") common stock in connection with the merger of Eagle Subsidiary LLC, a wholly owned subsidiary of the Issuer, with and into EB pursuant to the terms and conditions of an Agreement and Plan of Merger, dated as of April 17, 2005 (the "Merger Agreement"), among GameStop Corp., GameStop, Inc., the Issuer, Cowboy Subsidiary LLC, Eagle Subsidiary LLC and EB whereby the merger consideration was \$38.15 in cash plus .78795 of a share of the Issuer's Class A common stock for each share of EB's common stock. See remainder in Footnote 2.
- The reported shares may be deemed to be indirectly owned by the reporting person through EB Nevada Inc., which is wholly owned by The Electronics Boutique, Inc., which is jointly owned by the reporting person and members of his family and family trusts. The reporting person states that this filing shall not be deemed an admission that he is for purposes of Section 16 of the Exchange Act of 1934, as amended, or otherwise, the beneficial owner of the equity securities covered by this statement.
- Received pursuant to the Merger Agreement in exchange for 60 shares of EB common stock which the reporting person owned jointly and severally with Agnes C. Kim. The reporting person owns the reported shares jointly and severally with Agnes C. Kim.

Remarks:

The reporting person may be deemed to be a member of a group owning in excess of 10% of the outstanding capital stock of the Issuer. Such group consists of (i) the reporting person, (ii) John T. Kim, as settlor, trustee and beneficiary of the John T. Kim Trust of 12/31/87, (iii) David D. Kim, as settlor, trustee and beneficiary of the David D. Kim Trust of 12/31/87, (iv) Susan Y. Kim, as settlor, trustee and beneficiary of the Susan Y. Kim Trust of 12/31/87, (v) Agnes C. Kim, the wife of the reporting person, (vi) EB Nevada Inc., and (vii) The Electronics Boutique Inc. John T. Kim, David D. Kim and Susan Y. Kim are the children of the reporting person and Agnes C. Kim. The reporting person disclaims beneficial ownership of any securities of the Issuer held by the other members of this group, and this statement shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act.

/s/ James J. Kim 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.