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

FORM 8-K

**Current Report
Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 24, 2019 (April 19, 2019)

GameStop Corp.

(Exact name of Registrant as specified in its charter)

Delaware	1-32637	20-2733559
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

625 Westport Parkway, Grapevine, TX 76051
(817) 424-2000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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.

On April 19, 2019, the Board of Directors (the “Board”) of GameStop Corp. (the “Company”), based on the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Raul Fernandez, age 52, and Lizabeth Dunn, age 45, to serve as directors of the Company with terms expiring at the 2019 annual meeting of stockholders or until their successors are elected and qualified. Mr. Fernandez has been appointed as a member of the Audit Committee and Ms. Dunn has been appointed as a member of the Nominating and Corporate Governance Committee and the Compensation Committee. The Board determined that Mr. Fernandez and Ms. Dunn qualify as independent directors under the New York Stock Exchange listing standards and the applicable requirements of the Securities and Exchange Commission.

Mr. Fernandez serves as Vice Chairman and Owner of Monumental Sports & Entertainment, a private partnership that co-owns the NBA’s Washington Wizards, the NHL’s 2018 Stanley Cup Champion Washington Capitals, the WNBA’s Washington Mystics, Team Liquid eSports and Wizards District Gaming NBA 2K, as well as co-owns and operates Capital One Arena in Washington, DC. He also serves as Special Advisor and Limited Partner to General Atlantic Partners, a growth equity firm. Mr. Fernandez previously served in several leadership roles at various technology companies, including as Chairman and CEO for ObjectVideo, a leading developer of intelligent video surveillance software. Mr. Fernandez served as a director for Kate Spade & Co. from 2000 through 2017. He holds a bachelor’s degree in economics from the University of Maryland.

Ms. Dunn is the Founder and CEO of Pro4ma Inc, an information technology services consulting firm that provides cloud-based data forecasting and predictive analytics tools to retailers. She also is the Founder and CEO of Talmage Advisers, a retail and branded consumer products consulting firm that provides a full range of services across brand strategy, pricing analysis, financial benchmarking and transactional due diligence. Prior to founding these firms, Ms. Dunn served in various consulting and financial analyst roles for leading financial firms and retail organizations, including Macquarie Group, FBR, Thomas Weisel, Prudential Equity Group, Bear Sterns, Gap Inc. and Liz Claiborne. She holds a bachelor’s degree in economics from Spelman College.

Mr. Fernandez and Ms. Dunn will receive compensation for their service as non-employee directors of the Board in accordance with the Company’s non-employee director compensation package, as described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities Exchange Commission on May 16, 2018.

The appointments of each of Mr. Fernandez and Ms. Dunn were made pursuant to the Cooperation Agreement entered into on March 29, 2019 by the Company with Permit Capital Enterprise Fund, L.P., Permit Capital, LLC, Permit Capital GP, L.P. and John C. Broderick (together, “Permit Enterprise”) and Hestia Capital Partners LP, Hestia Capital Management, LLC and Kurtis J. Wolf (together “Hestia Capital” and Hestia Capital and Permit Enterprise, together, the “Investor Group”). A copy of the Cooperation Agreement is attached as an exhibit to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on April 1, 2019 (“April 8-K”).

Pursuant to the Cooperation Agreement, the Company agreed to appoint a new independent director (the “Investor Nominee”) from among a group of candidates identified by the Investor Group to the Board within 30 days of the date of the Cooperation Agreement, and Ms. Dunn is the Investor Nominee and she joins the Nominating and Corporate Governance Committee and the Compensation Committee of the Board in accordance with the Cooperation Agreement. In the Cooperation Agreement, the Company also agreed to nominate an additional independent director (the “Company Nominee”) selected by the Board, and Mr. Fernandez is the Company Nominee. The Company has agreed to nominate each of the Investor Nominee and Company Nominee for election as a director of the Company at the 2019 Annual Meeting.

The foregoing description of the Cooperation Agreement is qualified by the disclosure in Item 1.01 of the April 8-K and such disclosure in Item 1.01 of the April 8-K is incorporated herein by reference and the descriptions of the Cooperation Agreement herein and in Item 1.01 of the April 8-K are qualified by the full text of such agreement, which is incorporated herein by reference to Exhibit 10.1 of the April 8-K. There are no transactions between the Company and Mr. Fernandez or Ms. Dunn or their immediate family members that require disclosure pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On April 24, 2019, the Company issued a press release announcing the appointment of Mr. Fernandez and Ms. Dunn to the Board. The text of the press release is furnished herewith as Exhibit 99.1. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Exchange Act.

Additional Information and Where to Find It

This filing may be deemed to be solicitation material in respect of the matters to be considered at the Company’s 2019 annual meeting of shareholders (the “2019 Annual Meeting”). In connection with the 2019 Annual Meeting, the Company plans to file with the Securities and Exchange Commission (“SEC”) and furnish to the Company’s shareholders one or more proxy statements and other relevant documents. BEFORE MAKING ANY VOTING DECISION, THE COMPANY’S SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT(S) IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE COMPANY’S 2019 ANNUAL MEETING OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENTS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY’S 2019 ANNUAL MEETING AND THE PARTIES RELATED THERETO. The Company’s shareholders will be able to obtain a free copy of documents filed with the SEC at the SEC’s website at <http://www.sec.gov> or the Company’s website at <http://investor.GameStop.com>.

Participants in the Solicitation

The directors, executive officers and certain other members of management and employees of the Company may be deemed “participants” in the solicitation of proxies from shareholders in connection with the matters to be considered at the Company’s 2019 Annual Meeting. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the shareholders of the Company in connection with the Company’s 2019 Annual Meeting will be set forth in the applicable proxy statement and other relevant documents to be filed with the SEC. You can find information about the Company’s executive officers and directors in the Company’s definitive proxy statement in connection with the Company’s 2019 Annual Meeting when filed with the SEC on Schedule 14A and the Company’s and such persons’ other filings with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release issued by GameStop Corp., dated April 24, 2019.](#)



GameStop Appoints Raul Fernandez and Lizabeth Dunn to Board of Directors

New Independent Directors Bring Expertise in Retail, Brand Strategy, Consumer Products, Sports & Entertainment, eSports, and Information Technology

Grapevine, Texas (April 24, 2019)—GameStop Corp. (NYSE: GME) today announced that it has appointed two new independent directors to its board - Raul Fernandez and Lizabeth Dunn. Raul, age 52, brings more than 20 years of executive experience in scaling innovation and rapid growth in the sports and entertainment and technology industries. Lizabeth, age 45, brings more than 20 years of consumer products, brand strategy and retail industry expertise to GameStop.

The appointments of Raul and Lizabeth were made pursuant to the company's previously announced cooperation agreement with Permit Capital Enterprise Fund, L.P. (Permit Capital) and Hestia Capital Partners L.P. (Hestia Capital). Under the terms of the agreement, the company agreed to appoint a new independent director from among a group of candidates identified by Permit Capital and Hestia Capital to its board of directors, and Lizabeth is their nominee and joins the nominating and corporate governance and the compensation committees. GameStop also agreed to nominate an additional independent director and Raul is the company's nominee and joins the audit committee.

Dan DeMatteo, executive chairman, stated, "We welcome our two new independent directors to the GameStop board. We are confident Raul and Liz will be valuable assets to GameStop as we continue positioning the Company for the future. We look forward to leveraging their expertise across our organization and remain focused on aggressively pursuing innovative opportunities that create meaningful experiences for our customers and drive value for shareholders."

Raul serves as Vice Chairman and Owner of Monumental Sports & Entertainment, a private partnership that co-owns the NBA's Washington Wizards, the NHL's 2018 Stanley Cup Champion Washington Capitals, the WNBA's Washington Mystics, Team Liquid eSports and Wizards District Gaming NBA 2K, as well as co-owns and operates Capital One Arena in Washington, DC. He also serves as Special Advisor and Limited Partner to General Atlantic Partners, a growth equity firm with more than \$31 billion under management. He previously served in several leadership roles at various technology companies, including as Chairman and CEO for ObjectVideo, a leading developer of intelligent video surveillance software. He holds a bachelor's degree in economics from the University of Maryland and is an active philanthropist, focusing his energy primarily on education reform in the D.C. region.

Lizabeth is the Founder and CEO of Pro4ma Inc, an information technology services consulting firm that provides cloud-based data forecasting and predictive analytics tools to retailers. She also is the Founder and CEO of Talmage Advisers, a retail and branded consumer products consulting firm that provides a full range of services across brand strategy, pricing analysis, financial benchmarking and transactional due diligence. Prior to founding these firms, Lizabeth served in various consulting and financial analyst roles for leading financial firms and retail organizations, including Macquarie Group, FBR, Thomas Weisel, Prudential Equity Group, Bear Stearns, Gap Inc. and Liz Claiborne. She holds a bachelor's degree in economics from Spelman College.

Raul and Lizabeth will stand for election at GameStop's 2019 Annual Meeting of Shareholders and, following the 2019 Annual Meeting, the GameStop board will comprise 11 directors, nine of whom are independent.

About GameStop

GameStop Corp., a Fortune 500 company headquartered in Grapevine, Texas, is a global, multichannel video game and consumer electronics retailer. GameStop operates over 5,800 stores across 14 countries. The company's consumer product network also includes www.gamestop.com; Game Informer® magazine, the world's leading print and digital video game publication; and ThinkGeek, www.thinkgeek.com, the premier retailer for the global geek community featuring exclusive and unique video game and pop culture products, and Simply Mac, which sells the full line of Apple products, including laptops, tablets, and smartphones and offers Apple certified warranty and repair services. General information about GameStop Corp. can be obtained at the company's corporate website. Follow @GameStop and @GameStopCorp on Twitter and find GameStop on Facebook at www.facebook.com/GameStop.

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Safe Harbor

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon management's current beliefs, views, estimates and expectations, including as to the Company's industry, business strategy, goals and expectations concerning its market position, future operations, margins, profitability, capital expenditures, liquidity and capital resources and other financial and operating information. Such statements include without limitation those about the Company's expectations for fiscal 2019, future financial and operating results, projections, expectations and other statements that are not historical facts. All statements regarding the Board's review of strategic and financial alternatives and expected costs and benefits, including whether operating, strategic, financial and structural alternatives and initiatives could unlock value, are forward-looking statements. Forward-looking statements are subject to significant risks and uncertainties and actual developments, business decisions and results may differ materially from those reflected or described in the forward-looking statements. The following factors, among others, could cause actual results to differ from those reflected or described in the forward-looking statements: the uncertain impact, effects and results of the board's review of operating, strategic, financial and structural alternatives; volatility in capital and credit markets, including changes that reduce availability, and increase costs, of capital and credit; our inability to obtain sufficient quantities of product to meet consumer demand; the timing of release and consumer demand for new and pre-owned products; our ability to continue to expand, and successfully open and operate new stores for our collectibles business; risks associated with achievement of anticipated financial and operating results from acquisitions; our ability to sustain and grow our console digital video game sales; the impact of goodwill and intangible asset impairments; cost reduction initiatives, including store closing costs; risks related to changes in, and our continued retention of, executive officers and other key personnel; changes in consumer preferences and economic conditions; increased operating costs, including wages; cyber security events and related costs; risks associated with international operations; increased competition and changing technology in the video game industry; changes in domestic or foreign laws and regulations that reduce consumer demand for, or increase prices of, our products or otherwise adversely affect our business; our effective tax rate and the factors affecting our effective tax rate, including changes in international, federal or state tax, trade and other laws and regulations; the costs and outcomes of legal proceedings and tax audits; our use of proceeds from the sale of our Spring Mobile business; and unexpected changes in the assumptions underlying our outlook for fiscal 2019. Additional factors that could cause our results to differ materially from those reflected or described in the forward-looking statements can be found in GameStop's Annual Report on Form 10-K for the fiscal year ended February 2, 2019 filed with the SEC and available at the SEC's Internet site at <http://www.sec.gov> or <http://investor.GameStop.com>. Forward-looking statements contained in this press release speak only as of the date of this release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

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Contact

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