

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION  
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE  
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-12360

**GC COMPANIES, INC.**

DEBTOR-IN-POSSESSION AS OF OCTOBER 31, 2001

---

(Exact name of registrant as specified in its charter)

---

1300 Boylston St., Chestnut Hill, MA 02467

---

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

---

Common Stock, \$.01 par value

---

(Title of each class of securities covered by this Form)

---

None

---

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="checkbox"/>	Rule 12h-3(b)(1)(i)	:
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, GC Companies Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 19, 2002

By: /s/ Craig R. Ramsey  
Name: Craig R. Ramsey  
Title: Senior Vice President - Finance and Chief  
Financial Officer