



DIVISION OF
CORPORATION FINANCE

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

April 24, 2024

Kenneth M. Silverman
Olshan Frome Wolosky LLP

Re: GameStop Corp. (the "Company")
Incoming letter dated February 8, 2024

Dear Kenneth M. Silverman:

This letter is in response to your correspondence concerning the shareholder proposals (the "Proposals") submitted to the Company by Ian Chiocchio (the "Chiocchio Proposal") and Chris Van Kleeck II (the "Van Kleeck Proposal") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Chiocchio Proposal requests that the Company report and make public the exact number of Company shares that are directly registered to individual investors with its transfer agent on a daily basis, either at the end or beginning of each day.

The Van Kleeck Proposal requests that the Company provide detailed ownership data from the stock ledger in real time, or as close to real time as is feasible, and create a dedicated webpage for this share ownership and account distribution information.

There appears to be some basis for your view that the Company may exclude the Proposals under Rule 14a-8(i)(7). In our view, the Proposals seek to micromanage the Company. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposals from its proxy materials in reliance on Rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative basis for omission of the Chiocchio Proposal upon which the Company relies.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Ian Chiocchio
Chris Van Kleeck II

February 8, 2024

VIA ONLINE PORTAL SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: *GameStop Corp.*
Shareholder Proposals of Ian Chiocchio and Chris Van Kleeck
Securities Exchange Act of 1934 (“Exchange Act”) — Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, GameStop Corp. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2024 Annual Meeting of Shareholders (collectively, the “2024 Proxy Materials”) shareholder proposals and statements in support thereof received from Ian Chiocchio (the “Chiocchio Proposal”) and Chris Van Kleeck II (the “Van Kleeck Proposal” and, together with the Chiocchio Proposal, collectively the “Proposals”). Each of Ian Chiocchio and Chris Van Kleeck II are referred to as a “Proponent” and collectively the “Proponents.” Copies of the Proposals are attached to this letter as Exhibits A and B.

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the date on which the Company intends to file its definitive 2024 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to each of the Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to the Proposals, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSALS

The Chiocchio Proposal states in relevant part as follows:

Please allow shareholders to vote on the following Shareholder Proposal:

Gamestop will report and make public the exact (down to the share) number of GME - GameStop Shares that are Directly Registered to individual investors with their transfer agent on a daily basis at the same time - either at the end and/or beginning of each day.

The Van Kleeck Proposal states in relevant part as follows:

My Proposal: Provide detailed ownership data from the stock ledger in real time, or as close to real time as is feasible (such as daily updates after market close). Create a dedicated page on investor.gamestop.com which would allow investors and onlookers alike to examine the share ownership and account distribution. In case of shares held by a nominee in fungible bulk (such as Cede and Co or Dingo and Co) display it clearly.

The DTCC can calculate real time DRS ownership through monitoring stock withdrawals from Cede. GameStop's transfer agent Computershare provides real time ledger access through their issuer online services. Exporting this data into an interactive online feed is an opportunity for GameStop to redefine how it presents itself to the public marketplace, take the step from being FOR gamers to being OF gamers, and highlight the backing of its consumer community as an economic support line.

BASES FOR EXCLUSION

The Company respectfully requests the Staff's concurrence that the Company may exclude the Proposals from its 2024 Proxy Materials in reliance on:

- Rule 14a-8(i)(7) because the Proposals deal with a matter relating to the Company's ordinary business operations.

In addition, to the extent the Staff is unable to concur in the Company's view that the Proposals are excludable under Rule 14a-8(i)(7), the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Company excludes the Chiocchio Proposal pursuant to Rule 14a-8(i)(11), as such proposal substantially duplicates the Van Kleeck Proposal, and the Van Kleeck Proposal was submitted to the Company prior to the Chiocchio Proposal, and which earlier proposal the Company would in that case include in its 2024 Proxy Materials.

ANALYSIS

I. The Proposals May Be Excluded from the Company’s 2024 Proxy Materials Pursuant to Rule 14a-8(i)(7) Because They Relate to the Company’s Ordinary Business Operations.

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal if the proposal “deals with a matter relating to the company’s ordinary business operations.” The underlying policy of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” SEC Release No. 34-40018 (May 21, 1998) (the “1998 Release”). As set out in the 1998 Release, there are two “central considerations” underlying the ordinary business exclusion. One consideration is that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” The other consideration is that a proposal should not “seek[] to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” The Proposals implicate both of these considerations.

In April 2023, the Staff concurred in the Company’s exclusion of a proposal pursuant to Rule 14a-8(i)(7) that requested the Company to develop a platform to report current information regarding shareholder ownership on a daily basis and also provide a searchable history of this information. The Proposals here make a substantially similar request. Therefore, just as with the proposal that was excluded by the Company in April 2023, here the Proposals may be excluded pursuant to Rule 14a-8(i)(7) because they relate to the manner in which the Company offers its products and services. The Proposals in essence request the Company to develop and offer a new stock tracking service for public consumption for free with specific data points and a historical database of the stock ownership to be updated daily or in real time or as close to real time as possible. Whether to offer a product or service is a decision core to the Company’s business, is the responsibility of many individuals across the Company and is fundamental to management’s ability to run the Company. These decisions involve a broad range of business considerations, such as anticipated expenditures, demand in domestic and international markets, competitor activity, consumer appeal, brand imaging, diversion of management time and effort, contractual obligations, and timing. None of these considerations, let alone the interaction among them, is appropriate for direct oversight by shareholders who lack the requisite day-to-day familiarity with the business. Were such decisions subject to direct shareholder oversight, the Company would be significantly hindered in its day-to-day operations.

In addition to interfering with management’s day-to-day operations, the Proposals also seek to “micro-manage” the Company. Specifically, the Proposals instruct the Company to create a service and provide a daily report with details of share registration, such as the number of directly registered shares, on a dedicated page on the Company’s website. Determinations about how and when to offer a product or service are inherently complex, and shareholders as a group are not in an appropriate position to make informed decisions on such determinations because such determinations require analysis of costs, benefits, management of activity, and numerous other considerations.

Pursuant to Rule 14a-8(i)(7), the Staff has consistently granted no-action relief for shareholder proposals, such as the Proposals, that relate to the day-to-day operations of a company, specifically when the proposals relate to the products and services offered for sale by the company, including the request that a company develop a platform to report detailed and current information regarding shareholder ownership on a public display and also provide a searchable history of this information. For example, see *GameStop Corp.* (April 25, 2023) (in which the Staff concurred in exclusion of a proposal requesting that the Company develop a platform to report current information regarding shareholder ownership on a daily basis and also provide a searchable history of this information); *PayPal Holdings, Inc.* (Apr. 10, 2023) (in which the Staff concurred in exclusion of a proposal requesting the board of the company revise transparency reports to include explanations of account suspensions and closures); *Johnson & Johnson* (Mar. 2, 2023) (in which the Staff concurred in exclusion of a proposal requesting Johnson & Johnson publish a report explaining and itemizing all costs and participation in membership organizations); *Wells Fargo & Co.* (Mar. 2, 2023) (in which the Staff concurred in exclusion of a proposal requesting Wells Fargo to publish a report specifying the company's policy in responding to requests to close accounts operating under the authority of the executive branch of the U.S. Government); *PayPal Holdings, Inc.* (Apr. 2, 2021) (in which the Staff concurred in exclusion of a proposal asking that the board take steps to insure that PayPal users are given "specific, good and substantial reasons" for any frozen account or service termination); *Nike, Inc.* (Jun. 19, 2020) (in which the Staff concurred in exclusion of a proposal requesting the company to research "the market potential of creating a shoe and apparel line of products, that is geared to the needs and wants of the over 40 years of age customers, that were athletes or wan-a-be athletes" and suggesting that the company launch this line under a "consumer direct" marketing approach incorporating the theme of "STILL DOING IT"); *McDonald's Corporation* (Mar. 12, 2019) (in which the Staff concurred in exclusion of a proposal requesting the formation of a special board committee on food integrity to carry out duties specified in the proposal in an effort to restore public confidence in the company's food quality and integrity, on the basis that the proposal related to "the products and services offered for sale by the Company"); *Verizon Communications Inc.* (Jan. 29, 2019) (in which the Staff concurred in exclusion of a proposal asking the company to offer company shareholders the same discounted pricing on company products and services as is offered to company employees, on the basis that the proposal related to "the Company's discount pricing policies"); *The Home Depot, Inc.* (Mar. 21, 2018) (in which the Staff concurred in exclusion of a proposal requesting that the company end its sale of glue traps, on the basis that the proposal related to "the products and services offered for sale by the Company"); *Cabelas Incorporated* (Apr. 7, 2016) (in which the Staff concurred in exclusion of a proposal asking the board to adopt a policy specifying the types of weapons the company could sell, on the basis that the proposal related to the "products and services offered for sale by the company"); *The Walt Disney Company* (Nov. 23, 2015) (in which the Staff concurred in exclusion of a proposal asking the board to approve the release of the film *Song of the South* on Blu-ray in 2016 for its 70th anniversary, on the basis that the proposal related to the "products and services offered for sale by the company"); *Papa John's International, Inc.* (Feb. 13, 2015) (in which the Staff concurred in exclusion of a proposal requesting that the company expand its menu offerings to include vegan cheeses and vegan meats, on the basis that the proposal related to "the products offered for sale by the company and does not focus on a significant policy issue"); and *Telular Corporation* (Dec. 5, 2003) (excluding a proposal to appoint a board

committee to explore strategic alternatives to maximize shareholder value appeared to relate in part to non-extraordinary transactions).

More specifically, the Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal involves a matter of ordinary business of the company. See Exchange Act Release No. 34-20091 (Aug. 16, 1983) (“[T]he staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7).”); see also *Rite Aid Corporation* (May 2, 2022) (in which the Staff concurred in exclusion of a proposal that requested a report on the Company’s customer service ranking within the drugstore industry); *Netflix, Inc.* (Mar. 14, 2016) (in which the Staff concurred in exclusion of a proposal that requested a report describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians, and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making, noting that the proposal related to the ordinary business matter of the “nature, presentation and content of programming and film production”).

Consistent with the policy considerations underlying the ordinary business exclusion, the Staff consistently has permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals that relate to the presentation of disclosure in a company’s reports to shareholders. See, e.g., *Exxon Mobil Corp.* (Mar. 9, 2007) (in which the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company list all proposals, including shareholder proposals, by title on the notice page of the proxy statement, noting that the proposal “relat[es] to the [company]’s ordinary business operations”); *Dominion Resources, Inc.* (Oct. 7, 1997) (in which the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal mandating that the company supplement its proxy statement with additional management compensation disclosures, noting that “the proposal may be omitted under rule 14a-8(c)(7) (i.e., presentation of disclosure in the [c]ompany’s reports to shareholders”); *Long Island Lighting Co.* (Feb. 22, 1996) (in which the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company expand the disclosure in its proxy statement to include data on stock price, the consumer price index, the common stock dividend, average company worker salary and total CEO compensation, noting that “the proposal relates to the conduct of the ordinary business of the registrant and therefore may be excludable under Rule 14a-8(c)(7) (i.e., presentation of disclosure in the [c]ompany’s reports to shareholders”); *Santa Fe Southern Pacific Corp.* (Jan. 14, 1988) (in which the Staff concurred in exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company’s proxy statement be written in “plain english” and “provide explanations and definitions of terms,” noting that the proposal “appears to deal with a matter relating to the conduct of the [c]ompany’s ordinary business operations (i.e., the technical preparation of company reports”).

In this instance, the Proposals attempt to direct the Company to offer a new product or service that is not related to any existing business offering of the Company. The decision as to whether to offer such a product or service firmly falls within the day-to-day business operations of the Company. Additionally, much of the information the Proponents are requesting has been published in the Company’s public filings with the Commission.

The Proposals also do not involve a significant policy issue. As set out in the 1998 Release, proposals “focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable [under Rule 14a-8(i)(7)], because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.” Accordingly, and as is appropriate, an issue must meet certain standards to be deemed a significant policy issue. In determining whether an issue should be deemed a significant policy issue, the Staff considers whether the issue has been the subject of widespread and/or sustained public debate. The issue of whether the Company should create a shareholder dashboard on its website does not meet this standard, as the Company is not aware of any widespread or sustained public debate regarding this issue.

As in the above-cited letters, the Proposals address the ordinary business matter of the products and services offered for sale by the Company, request daily or real-time reports that are related to a matter of ordinary business of the Company, and in no way suggests that it relates to any underlying significant policy issue. The Proposals involve precisely the type of matter that is consistently deemed excludable under Rule 14a-8(i)(7) and which this exclusion is intended to address. Accordingly, because the Proposals involve the type of day-to-day operational oversight of the Company’s business that the ordinary business exclusion in Rule 14a-8(i)(7) was meant to address, the Proposals should be deemed excludable pursuant to Rule 14a-8(i)(7), consistent with the above-cited no-action letters.

II. To the Extent the Staff Is Unable to Concur That the Proposals May Be Excluded Under Rule 14a-8(i)(7), the Chiochio Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates the Van Kleeck Proposal.

If the Staff is unable to concur in the Company’s view that the Proposals are excludable under Rule 14a-8(i)(7), the Company requests that the Staff concur in its view that the Company may exclude the Chiochio Proposal from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(11) because it substantially duplicates the Van Kleeck Proposal, which was submitted to the Company prior to the Chiochio Proposal and which earlier proposal would in that case be included in the 2024 Proxy Materials.

Rule 14a-8(i)(11) permits a company to exclude a proposal if it substantially duplicates a proposal previously submitted by another proponent that is expected to be included in the company’s proxy materials. The purpose for this exclusion, according to the Commission, is to “eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independent of each other.” Exchange Act Release No. 12999 (1976).

Proposals need not be identical to warrant exclusion under Rule 14a-8(i)(11). The current standard that the Staff has applied for determining whether a proposal substantially duplicates an earlier-received proposal is whether the proposals present the same “principal thrust” or “principal focus,” not whether the proposals are identical or whether there is a difference in the breadth of the proposals. See *Pacific Gas & Electric Co.* (Feb. 1, 1993); *Exxon Mobil Corp.* (Mar. 19, 2010); *Union Pacific Corp.* (Feb. 1, 2012, recon. denied Mar. 30, 2012); and *Apple*

Inc. (Dec. 21, 2017). For example, in *Apple*, the Staff concurred that a proposal requesting that Apple Inc. (“Apple”) issue “a report on its role in promoting freedom of expression” was substantially duplicative of a proposal requesting that Apple “establish a Human Rights Committee to review, assess, disclose, and make recommendations to enhance [Apple’s] policies and practice on human rights.” Apple had argued that both proposals addressed the same policy issue, namely human rights policies and practices, and shared a common objective of causing Apple to review and report on its human rights policies insofar as they relate to Apple’s role in facilitating access to the Internet.

Many examples exist to confirm that the Staff has consistently permitted a company to exclude a proposal substantially duplicative of an earlier proposal despite differences in the specific action(s) requested when the two proposals have the same principal objective. For example, in *Cooper Industries, Ltd.* (avail. Jan. 17, 2006), the Staff determined that a proposal requesting that the company “review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and report its findings” was substantially duplicative of an earlier submitted proposal requesting that the company “commit itself to the implementation of a code of conduct” based on identified, internationally recognized human rights standards. See also *Exxon Mobil Corp.* (Mar. 9, 2017) (in which the Staff concurred in exclusion of a proposal requesting a report on political contributions was substantially duplicative of a proposal requesting a report on lobbying expenditures); *Chevron Corp.* (Mar. 28, 2019) (concurring that a proposal seeking annual disclosure of greenhouse gas targets was substantially duplicative of a proposal requesting the preparation of a report on how the company can reduce its carbon footprint in alignment with greenhouse gas reductions necessary to achieve the Paris Climate Agreement’s goals); and *Wells Fargo & Co.* (Feb. 8, 2011) (in which the Staff concurred in exclusion of a proposal seeking a review and report on internal controls related to loan modifications, foreclosures and securitizations was substantially duplicative of a proposal requesting a report on the company’s residential mortgage loss mitigation policies and outcomes).

In particular, the Staff has found that proposals share the same principal thrust and focus for purposes of Rule 14a-8(i)(11) in cases where one such proposal requests that the company take a specific action and the other such proposal requests that the company prepare a report or other disclosure addressing the same objective. For example, in *Caterpillar Inc.* (Mar. 25, 2013), the Staff concurred with the exclusion of a proposal requesting a report identifying risks and assessing the impact of “widespread human rights criticisms” and “boycott and divestment efforts” stemming from the company’s activities in the Palestinian Territory as substantially duplicative of a proposal seeking that the company “review and amend, where applicable, [the company’s] policies related to human rights that guide international and U.S. operations, extending policies to include franchisees, licensees and agents that market, distribute or sell its products, to conform more fully with international human rights and humanitarian standards.” The company argued that “[b]y focusing on the overseas practices and policies, and in particular the distribution and sales of certain products, of the Company and its affiliates in light of human rights concerns,” the proposals addressed substantially identical topics. Similarly, in *Chevron Corp.* (Mar. 23, 2009, recon. denied Apr. 6, 2009), the Staff concurred that a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company’s expanding oil sands operations in the Canadian boreal forest was

substantially duplicative of a proposal to adopt goals for reducing total greenhouse gas emissions from the company's products and operations. See also *Ford Motor Co.* (avail Feb. 19, 2004) (in which the Staff concurred in exclusion of a proposal calling for internal goals related to greenhouse gases as substantially duplicative of a proposal calling for a report on historical data on greenhouse gas emissions and the company's planned response to regulatory scenarios, where the company successfully argued that the principal thrust and focus of each was "to encourage the [c]ompany to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness").

The Chiocchio Proposal substantially duplicates the Van Kleeck Proposal. The Company received the Van Kleeck Proposal prior to the Chiocchio Proposal as the Van Kleeck Proposal was received by the Company via U.S. Postal Service standard mail on December 26, 2023 while the Company received the Chiocchio Proposal via FedEx express shipping on January 2, 2024. Copies of the relevant correspondence regarding the Van Kleeck Proposal and the Chiocchio Proposal are attached hereto as Exhibit A and Exhibit B, respectively. As discussed above, the Company is requesting the Staff's concurrence that the Proposals are excludable under Rule 14a-8(i)(7). If the Staff is unable to concur that the Company may exclude the Proposals under Rule 14a-8(i)(7), then the Company expects to include the Van Kleeck Proposal in its 2024 Proxy Materials. As discussed below, the principal thrust and focus of both Proposals are the same, and therefore, in the event that the Company includes the Van Kleeck Proposal in the 2024 Proxy Materials, the Chiocchio Proposal should be excluded under Rule 14a-8(i)(11).

The principal thrust and focus of the Proposals are the same: each seeks to have the Company make publicly available details pertaining to the number of directly registered shares on a daily or real-time basis. As discussed above, the Staff has permitted the exclusion of proposals on substantially duplicative grounds where the requests of the proposals seek the same objective but differ in terms or scope or action requested. Here, the Proposals seek the exact same objective.

For the reasons described above, the inclusion of the Proposals in the 2024 Proxy Materials would cause shareholders to have to consider multiple substantially identical proposals, contrary to the stated purpose of Rule 14a-8(i)(11). Therefore, in the event that the Company includes the Van Kleeck Proposal in the 2024 Proxy Materials, the Company respectfully requests that the Staff concur that the Chiocchio Proposal is substantially duplicative of the Van Kleeck Proposal and, as a result, may be excluded from the Company's 2024 Proxy Materials pursuant to Rule 14a-8(i)(11).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposals from its 2024 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@olshanlaw.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 451-2300.

Sincerely,



Kenneth M. Silverman

Enclosures

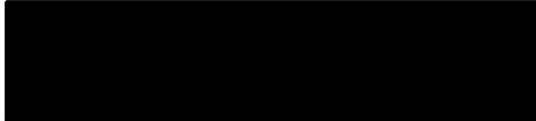
cc: Mark Robinson, General Counsel and Secretary, GameStop Corp.
Ian Chiochio
Chris Van Kleeck II

Exhibit A

December 29th, 2023

Mailed To:
Secretary
GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051

From:
Ian Chiocchio



Hello Ryan Cohen and the Gamestop Board,

Please allow shareholders to vote on the following Shareholder Proposal:

Gamestop will report and make public the exact (down to the share) number of GME - GameStop Shares that are Directly Registered to individual investors with their transfer agent on a daily basis at the same time - either at the end and/or beginning of each day.

ShareHODLers want to vote in favor of this proposal listed on the 2024 Proxy. It would be encouraging to see a Gamestop Board provide a recommended In Favour of this Proposal / For Vote as well. This proposal is not costly to the company, and is not a burden to the board. It does create massive value to shareholders / reasons to invest. Please no excuses - it's really not that much work.

Any reply to this proposal is to be directly written from Ryan Cohen (using his own words) only, as he is the only one who is qualified (as the source of inspiration) and also in position (as largest shareholder and also the CEO) to do so.

"Believe in yourself and so will others." *

Sincerely,

Ian Chiocchio

A handwritten signature in black ink, appearing to be 'Ian Chiocchio'.

* Credit goes to the Fortune Cookie for the quote. :-)



Believe in yourself and so
will others.
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BILL SENDER

TO SECRETARY RYAN COHEN
GAMESTOP CORP
625 WESTPORT PARKWAY

GRAPEVINE TX 76051

(647) 992-9653
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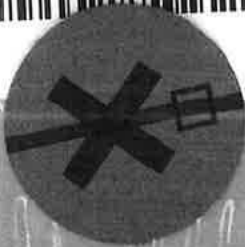
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Exhibit B

December 20, 2023

Secretary, GameStop Corp
625 Westpoint Parkway
Grapevine, Texas 76051

My name is Chris Van Kleeck II, and I would like to submit a shareholder proposal for the 2024 annual shareholder meeting. I am an individual investor with directly registered ownership of over \$25,000 of GameStop Corp. stock. I have maintained this position for over one year and I intend to hold these shares through the date of the 2024 annual shareholder meeting. I would be happy to meet with the board (or other representatives) to discuss this proposal at any time.

GameStop is unique in the public markets today. While the issued stock of most companies is owned almost entirely by DTC nominee Cede and Co, GameStop possesses a motivated and committed investor base of nearly 200,000 who have chosen direct registration. These individual investors around the world desire an unfettered connection with their company outside the reach of middlemen and outside interest. For international investors this can be arduous, complicated, and expensive - but they persist, they succeed, and investors from at least 137 countries held in DRS as of 4/21/23.

I believe that the leadership at GameStop recognizes and appreciates this passion, and this is part of why they started to publish in financial filings the approximate amount of DRS individual investor holdings starting from Q3 2021. GameStop, intentionally or not, legitimized a niche-but-growing fixation for their investors in online communities. Direct Registration. Own your investment.

My Proposal: Provide detailed ownership data from the stock ledger in real time, or as close to real time as is feasible (such as daily updates after market close). Create a dedicated page on investor.gamestop.com which would allow investors and onlookers alike to examine the share ownership and account distribution. In case of shares held by a nominee in fungible bulk (such as Cede and Co or Dingo and Co) display it clearly.

The DTCC can calculate real time DRS ownership through monitoring stock withdrawals from Cede. GameStop's transfer agent Computershare provides real time ledger access through their issuer online services. Exporting this data into an interactive online feed is an opportunity for GameStop to redefine how it presents itself to the public marketplace, take the step from being FOR gamers to being OF gamers, and highlight the backing of its consumer community as an economic support line. I have been gaming my whole life. I want to see the DRS high scores.

The Board has done well steering GameStop strategically, achieving high cash / low debt positions in an uncertain and tumultuous time. The march towards profitability is impressive and undeniable. I appreciate so much the hard work and sacrifice of our board members. I am proud to be a GameStop investor, and I believe it is time to show the rest of the financial world what an incredible asset a passionate long term investor community can be.

"community support > institutional support, community influence > functional governance, community sentiment > PR" – Larry Cheng (citation: <https://twitter.com/larryvc/status/1513489192285786118>)

From: Christopher VanKleeck II
[Redacted]



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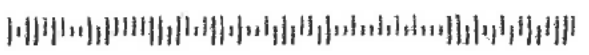


To: Secretary, GameStop Corp
625 Westport Parkway
Grapevine, Texas 76051

ReadyPost.

Document Mailer

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February 12th, 2024

To: SEC, GameStop Board of Directors, Ryan Cohen, Kenneth M Silverman and most gratefully to Chris Van Kleeck II and GameStop shareHODL'ers,

First, thank you so much Chris Van Kleeck II so much for submitting your shareholder proposal. It means more to me personally (and also fellow GameStop shareHODL'ers) more than I can possibly express in words. Tears were shed, and many emotions came when I read through your proposal. 'I am not alone.' was my first thought.

I don't know you. I have never communicated with you... but I want you to know my personal gratitude. Thank you so much Chris. It has been a tough couple years, and your proposal has brought me great comfort and validation that other ShareHODL'ers want to see transparency, accuracy, and daily frequency in DRS reporting from GameStop as well.

When I read through yet another no-action excuse filled response from GameStop, my discouragement and disappointment was softened with the comfort and reassurance that there are many shareHOD'Lers like yourself and myself who feel we should be allowed to vote on these important matters of our company. Thank you for your voice of reason and sharing your passion in your proposal, it was warmly received.

I will absolutely be voting in favor of the Chris Van Kleeck II proposal, as all shareHODL'ers should too, and everyone really. Even those with "fake IOU shares" held in 'street name' by their broker/bank/trading app should also vote in favor of it.

I'm confident fellow shareHdODL'ers will vote in favor of these proposals if given the fair opportunity by being listed on the '24 proxy.

GameStop and SEC, please keep these proposals separate as they were written separately, sent in separately, and are separate and unique entities on their own as a whole. One word can change the meaning of everything in a sentence. Combining words and intentions of each proposal is also twisting their own unique intentions and requirements into some type of hybrid that cherry picks reasons to exclude that ultimately break conventional logic. Allow shareholders to vote on each proposal. Shareholders have a right to vote on these valid proposals that contain their own merit.

There is nowhere in the Chiocchio'24 proposal that discusses, mentions anything related to a stock market or creating a new product. Once implemented, the results would actually help with GameStop's recent failure to deliver on the reporting of the number of directly registered shares at the END of each quarter. That consistency stopped happening at the end of Q3 of 2022 (last time reported) and was pointed out to GameStop during the Chiocchio'23 proposal process. Correspondence between GameStop and SEC is added to this response for clearer context. (see e-mail sent from Ian Chiocchio on April 6th, 2023 4:44pm located in Exhibit C starting on page 2 of 22).

To satisfy the Chioocchio'24 proposal, a simple update on a web page you already do reporting on can achieve the Chioocchio'24 proposal. No new web pages need creating. No burden or costs you claim in your reasons for omission.

There is no micromanaging of the board whatsoever - in fact the board is to stay out of it. Again, the implementation of the Chioocchio'24 proposal will correct the failure to deliver quarter end DRS numbers that GameStop established but then changed without explanation by moving on to a reporting that is accurate, consistent, and timely.

Kenneth M. Silverman uses multiple references of a shareholder proposal in April of '23 that was submitted to GameStop which he claimed is very similar to Chris Van Kleeck II's proposal. I know of the proposal that he is talking about very well... It was MY PROPOSAL from last year! The Chioocchio'23 proposal discussed earlier - see inside Exhibit C - is the same one that Kenneth M Silverman is referencing. The original submission was rejected by GameStop due to micromanaging concerns also listed in the Chris Van Kleeck II proposal. Those concerns are not present in the Chioocchio'24 proposal at all. Last year I updated the Chioocchio'23 proposal to remove those concerns, however the SEC advised me they do not take revisions of the original proposal into consideration, and will stick with their decision to exclude the proposal off the '23 proxy. Those concerns were eliminated this year in the Chioocchio'24 proposal first draft submission and are now should be included in the '24 proxy and voted on.

I'm surprised Kenneth M Silverman failed to mention that it was my proposal he was referencing. Especially since he requested me to withdraw the revised Chioocchio'23 proposal (see Exhibit C page 4 of 22) before the SEC made the determination that they will not take the revision into consideration since it was not the original proposal submitted.

The full email correspondence between GameStop / Kenneth M Silverman and the SEC regarding the revised Chioocchio'23 proposal has been added as Exhibit C to reference and help refresh your memory and also provide an accurate and transparent insight to the discussion that was had for everyone to review.

The Chioocchio'24 proposal took the Chioocchio'23 into consideration and did not put in those items that GameStop felt were micromanaging in on purpose. GameStop is now trying to merge those reasons back into the Chioocchio'24 proposal, and thereby change the intention and unique characteristics in the Chioocchio'24 proposal.

To turn around and say it is the same proposal is simply false. Please do the work, and evaluate each proposal on its own merit with its own words and most importantly let us shareHODL'ers vote on these proposals.

Report the number of Directly Registered Shares accurately (down to the share), timely (same day or next morning), and do this consistently (every day). That's it for the Chioocchio'24 proposal. Do not put words into the Chioocchio'24 proposal's mouth that do not belong.

→ insert will smith meme here ←

An example of the daily reporting being requested to fill the requirement of the Chiocchio'24 proposal a daily post could look something like:

"As of the end of today February 12th, 2024 there were 69,420,741 of 305,514,315 shares of GME - GameStop registered with their transfer agent."

That statement is an example of what a valid report could look like. (obviously numbers are not accurate, that is the whole reason for the creation of the Chiocchio'24 proposal is to find the true DRS numbers) That statement could satisfy the requirements of what the Chiocchio'24 proposal is asking for. The Chiocchio '24 proposal does not require any additional information, costs, or work. Pretty easy stuff. Please do not try and say how micromanaging this task is, it is quite embarrassing and shows the laziness of the current board in providing accurate, timely, and consistent reporting on DRS numbers at the end of each quarter, never mind daily.

It would take less work to simply implement the Chiocchio'24 proposal, than you have already spent trying to fight it, or even go through the whole proxy process. It is a super simple request, let us shareholders vote on these valid and important shareholder proposals and separately with their own merit. Some shareHOLDers want a whole stock market reform that the Chiocchio'23 and Chris Van Kleeck II proposals you claim are recommending. Other shareholders may want the cost free information that is already available in a simple daily report available through the Chiocchio'24 proposal.

Please let shareHODL'ers choose by voting. We probably want both.

Please read the words for what they are in each proposal as their own proposal. By merging the proposals, the cause and effect of the implications of each proposal is also changed.

There is no micromanaging of the Board of Directors. If anything it helps to improve on End of Quarter DRS reporting that GameStop had begun, but intentionally regressed and has failed to deliver since Q3 of 2022. The last reported DRS end of quarter report was in Q3 of 2022, and pointed out to GameStop in April of 23, requesting correction (see Exhibit C page 3 of 22). This needs to be rectified and drastically improved. Banks do not like a late mortgage payment or bounced cheque, just the like, investors do not like spotty reporting, we never know when we will get our info/payment. Currently there is no date that GameStop will report the next DRS numbers. It used to be a quarter end number, now it is at the potentially manipulated discretion of the Board of Directors. The Chiocchio'24 proposal will correct these inconsistencies, and also provide so much value to GameStop for the whole investor base at no cost to the company. A pretty easy choice to make for those looking for value in GameStop. Blocking the ability to vote on the Chiocchio'24 proposal lacks ethical and logical justification. I don't know about legal justification - that's for the lawyers and courts to determine.

Both of these proposals can help rectify the stock demand and value of GME shares.

The Chiocchio'24 proposal is valid based on all the feedback from GameStop, the SEC, and the Chiocchio'23 proposal experience in general. ShareHODL'ers have a right to vote on GameStop reporting the exact number of directly registered shares reported on a daily basis because there is no merit to exclude it.

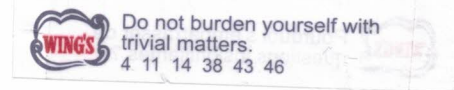
Grateful for another fortune cookie reminder. These are not trivial matters.

Thank you again Chris Van Kleeck II, as well as all GameStop shareHODLER'ers for submitting your proposals. It takes something special to do what you all did by taking action and submitting a proposal that shareHOLD'ers would want to vote on. Much love.

Sincerely,



Ian Chiocchio



Response has been uploaded to the SEC portal reference# 517701

emailed to GameStop via:

Kenneth M Silverman - email KSilverman@olshanlaw.com as well as

Cc: Olshan Shareholder Proposals - shareholderproposals@olshanlaw.com

Also sent to "shareholderproposals@sec.gov" shareholderproposals@sec.gov

I do not have contact information for Chris Van Kleeck II - please share this reply, thank you.

Exhibit A

December 29th, 2023

Mailed To:
Secretary
GameStop Corp.
625 Westport Parkway
Grapevine, Texas 76051

From:
Ian Chiocchio



Hello Ryan Cohen and the Gamestop Board,

Please allow shareholders to vote on the following Shareholder Proposal:

Gamestop will report and make public the exact (down to the share) number of GME - GameStop Shares that are Directly Registered to individual investors with their transfer agent on a daily basis at the same time - either at the end and/or beginning of each day.

ShareHODLers want to vote in favor of this proposal listed on the 2024 Proxy. It would be encouraging to see a Gamestop Board provide a recommended In Favour of this Proposal / For Vote as well. This proposal is not costly to the company, and is not a burden to the board. It does create massive value to shareholders / reasons to invest. Please no excuses - it's really not that much work.

Any reply to this proposal is to be directly written from Ryan Cohen (using his own words) only, as he is the only one who is qualified (as the source of inspiration) and also in position (as largest shareholder and also the CEO) to do so.

"Believe in yourself and so will others." *

Sincerely,

Ian Chiocchio

A handwritten signature in black ink, appearing to be 'Ian Chiocchio'.

* Credit goes to the Fortune Cookie for the quote. :-)



Believe in yourself and so
will others.
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IAN CHIOCCHIO

SHIP DATE: 29DEC23
ACTWGT: 0.50 LB
CAD: 006986079/WSX13700

BILL SENDER

TO SECRETARY RYAN COHEN
GAMESTOP CORP
625 WESTPORT PARKWAY

GRAPEVINE TX 76051

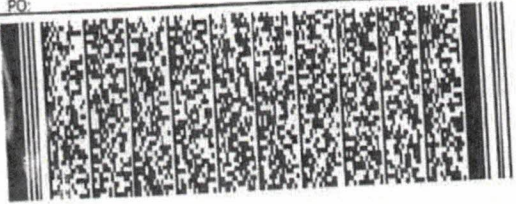
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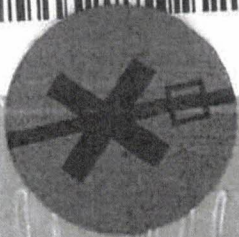


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Exhibit B

December 20, 2023

Secretary, GameStop Corp
625 Westpoint Parkway
Grapevine, Texas 76051

My name is Chris Van Kleeck II, and I would like to submit a shareholder proposal for the 2024 annual shareholder meeting. I am an individual investor with directly registered ownership of over \$25,000 of GameStop Corp. stock. I have maintained this position for over one year and I intend to hold these shares through the date of the 2024 annual shareholder meeting. I would be happy to meet with the board (or other representatives) to discuss this proposal at any time.

GameStop is unique in the public markets today. While the issued stock of most companies is owned almost entirely by DTC nominee Cede and Co, GameStop possesses a motivated and committed investor base of nearly 200,000 who have chosen direct registration. These individual investors around the world desire an unfettered connection with their company outside the reach of middlemen and outside interest. For international investors this can be arduous, complicated, and expensive - but they persist, they succeed, and investors from at least 137 countries held in DRS as of 4/21/23.

I believe that the leadership at GameStop recognizes and appreciates this passion, and this is part of why they started to publish in financial filings the approximate amount of DRS individual investor holdings starting from Q3 2021. GameStop, intentionally or not, legitimized a niche-but-growing fixation for their investors in online communities. Direct Registration. Own your investment.

My Proposal: Provide detailed ownership data from the stock ledger in real time, or as close to real time as is feasible (such as daily updates after market close). Create a dedicated page on investor.gamestop.com which would allow investors and onlookers alike to examine the share ownership and account distribution. In case of shares held by a nominee in fungible bulk (such as Cede and Co or Dingo and Co) display it clearly.

The DTCC can calculate real time DRS ownership through monitoring stock withdrawals from Cede. GameStop's transfer agent Computershare provides real time ledger access through their issuer online services. Exporting this data into an interactive online feed is an opportunity for GameStop to redefine how it presents itself to the public marketplace, take the step from being FOR gamers to being OF gamers, and highlight the backing of its consumer community as an economic support line. I have been gaming my whole life. I want to see the DRS high scores.

The Board has done well steering GameStop strategically, achieving high cash / low debt positions in an uncertain and tumultuous time. The march towards profitability is impressive and undeniable. I appreciate so much the hard work and sacrifice of our board members. I am proud to be a GameStop investor, and I believe it is time to show the rest of the financial world what an incredible asset a passionate long term investor community can be.

"community support > institutional support, community influence > functional governance, community sentiment > PR" – Larry Cheng (citation: <https://twitter.com/larryvc/status/1513489192285786118>)

From: Christopher VanKleeck II



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Retail



76051

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F
M
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To: Secretary, Gamestop Corp
625 Westport Parkway
Grapevine, Texas 76051

Ready **P**ost.

Document Mailer

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