



DIVISION OF
CORPORATION FINANCE

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

April 25, 2023

Kenneth M. Silverman
Olshan Frome Wolosky LLP

Re: GameStop Corp. (the "Company")
Incoming letter dated February 6, 2023

Dear Kenneth M. Silverman:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Ian Chiocchio (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the Company provide detailed and current information regarding shareholder ownership of the Company on a public display and also provide a searchable history of this information.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal seeks to micromanage the Company. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(7).

In a separate submission, the Proponent nominated an individual for election to the Company's board of directors. This does not appear to involve a Rule 14a-8 issue. Rather, it appears to involve a question of nomination procedures, a matter we do not address. Accordingly, we will not respond to your request made pursuant to Rule 14a-8(i)(8)(iv).

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/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Ian Chiocchio

February 6, 2023

VIA E-MAIL

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

Re: *GameStop Corp.*
Stockholder Proposal of Ian Chiocchio
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 2023 Annual Meeting of Stockholders (collectively, the “2023 Proxy Materials”) a stockholder proposal and statement in support thereof (the “Proposal”) received from Ian Chiocchio (the “Proponent”). A copy of the Proposal, together with the Proponent’s cover letter, is attached to this letter as Exhibit A.

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 2023 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder 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 Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, 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 PROPOSAL

The Company received the below Proposal from the Proponent, which states in relevant part as follows:

I am requesting that current information regarding shareholder ownership of GameStop be provided on a public display (on GameStop website, Computershare website, and its own website or dashboard) and also provide a searchable history of this information as well.

Types of information to be included but not limited to:

Number of Shares Directly Registered to shareholders Number of shareholders

Number of Shares held by Insiders

Number of Shares held CEDE & Co (OTC Nominee), banks/brokers.

Additions to each type of ownership (purchases, transfer in)

Reductions to each type of ownership (sales, transfer out)

My expectation is that Computershare has an accurate accounting of who has direct ownership to the shares at any given time. This information is what I am requesting to be made public.

For clarity, I am not requesting who the owners of the shares be made public, but how many shares are directly registered in individual people's [sic] names.

[...]

This proposal's [sic] intention is to provide everyone the opportunity to see a much more timely, and accurate accounting, of the direct ownership of GameStop at any given time.

[...]

Included in this communication is a proposal for a DRS Dashboard with live real time information, along with a nomination for the board of directors - Susanne Trimbath which was not included in the regular mail communication.

I would like to take this opportunity to nominate someone for the board of directors for GameStop for the 2023 Annual General Meeting. Her name is Susanne Trimbath.

BASES FOR EXCLUSION

The Company respectfully requests the Staff's concurrence that the Company may exclude the Proposal from its 2023 Proxy Materials in reliance on:

- Rule 14a-8(i)(8) because the Proposal seeks to include a specific individual in the Company's 2023 Proxy Materials for election to the board of directors; and

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

ANALYSIS

I. The Proposal May Be Excluded from the Company's 2023 Proxy Materials Pursuant to Rule 14a-8(i)(8) Because the Proposal Seeks to Include a Specific Individual for Election to the Board of Directors

Rule 14a-8(i)(8)(iv) states that if the proposal relates to director elections and "seeks to include a specific individual in the company's proxy materials for election to the board of directors" the Proposal can be excluded.

The Staff has consistently concurred in the exclusion of proposals that seek to include a specific nominee to the board. See *AIM ImmunoTech Inc.* (Jun. 27, 2022) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8)(iv) where the stockholder sought to include two specific individuals in the company's proxy materials for election to the company's board of directors); *First Trust Dividend and Income Fund* (Jan. 30, 2014) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8)(iv) where the stockholder nominated his father as a candidate for the upcoming election of directors); *Vicon Industries, Inc.* (Feb. 14, 2012) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8)(iv) where the stockholder nominated himself as a candidate for the upcoming election of directors); and *Global TeleSystems, Inc.* (Jun. 5, 2001) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8) where the stockholder proposal related to an election for membership on the Company's board of directors).

The Proposal falls squarely within Rule 14a-8(i)(8)(iv). The text of the Proposal expressly seeks to include Susanne Trimbath in the 2023 Proxy Materials for election to the Company's board of directors. Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(8)(iv).

II. The Proposal May Be Excluded from the Company's 2023 Proxy Materials Pursuant to Rule 14a-8(i)(7) Because It Relates to the Company's Ordinary Business.

Rule 14a-8(i)(7) permits a company to exclude a stockholder 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 Proposal implicates both of these considerations.

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because it relates to the manner in which the Company offers its products and services. The Proposal in essence requests 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 on a daily basis. 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 stockholders who lack the requisite day-to-day familiarity with the business. Were such decisions subject to direct stockholder 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 Proposal also seeks to “micro-manage” the Company. Specifically, the Proposal instructs the Company to provide create a service and provide a daily report on (1) the number of shares directly registered, (2) the number of stockholders, (3) the number of shares held by insiders, (4) the number of shares held by Cede & Co., (5) the number of shares held by banks and brokers, and (6) the number of transfers in and out of each of ownership. Determinations about how and when to offer a product or service are inherently complex, and stockholders 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 stockholder proposals, such as the Proposal, that relate to the day-to-day operations of a company, specifically when the proposal relates to the products and services offered for sale by the company. For example, see *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 stockholders 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 stockholder 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) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report on the Company’s customer service ranking within the drugstore industry); *Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) 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 stockholder proposals that relate to the presentation of disclosure in a company’s reports to stockholders. See, e.g., *Exxon Mobil Corp.* (Mar. 9, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company list all proposals, including stockholder 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) (permitting exclusion under Rule 14a-8(c)(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) (permitting exclusion under Rule 14a-8(c)(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) (permitting exclusion under Rule 14a-8(c)(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 Proposal attempts 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, as noted in the Proposal, much of the information the Proponent is requesting has been published in the Company's public filings with the Commission.

The Proposal also does 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 stockholder 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 Proposal addresses the ordinary business matter of the products and services offered for sale by the Company, requests a daily 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 Proposal involves 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 Proposal involves 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 Proposal should be deemed excludable pursuant to Rule 14a-8(i)(7), consistent with the above-cited no-action letters.

February 6, 2023

Page 7

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2023 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) 451-2327.

Sincerely,

/s/ Kenneth M. Silverman

Kenneth M. Silverman

Enclosures

cc: Mark Robinson, General Counsel and Secretary, GameStop Corp.
Ian Chiochio

Exhibit A

December 21th, 2022

Hello Gamestop Board of Directors,

I have been invested in Gamestop for almost two years using a broker to trade shares and options, and more importantly I HODL GameStop shares registered directly in my name with transfer agent Computershare, and has value over \$25,000 for over one year.

There are last reported 304,578,070 shares of GME GameStop. I am requesting that current information regarding shareholder ownership of GameStop be provided on a public display (on GameStop website, Computershare website, and its own website or dashboard) and also provide a searchable history of this information as well.

Types of information to be included but not limited to:

Number of Shares Directly Registered to shareholders

Number of shareholders

Number of Shares held by Insiders

Number of Shares held CEDE & Co (DTC Nominee), banks/brokers.

Additions to each type of ownership (purchases, transfer in)

Reductions to each type of ownership (sales, transfer out)

My expectation is that Computershare has an accurate accounting of who has direct ownership to the shares at any given time. This information is what I am requesting to be made public.

For clarity, I am not requesting who the owners of the shares be made public, but how many shares are directly registered in individual peoples names.

How many shares held by each shareholder (again, not who the shareholders are) can also be included.

GameStop has reported the following number of Directly Registered Shares in the past Quarters:

Q3 of 2021 - 5.2 million shares of 76,350,781 shares

Q4 of 2021 - 8.9 million shares of 76,339,248 shares

Q1 of 2022 - 12.7 million shares of 76,129,034 shares

Q2 of 2022 - 71.3 million shares of 304,529,721 shares

Q3 of 2022 - 71.8 million shares of 304,578,070 shares

The above information is already provided in the Quarterly reports and is greatly appreciated. Unfortunately it is not very timely - released approx 5 weeks after the end of quarter.

This proposal is to request a huge improvement to the reporting with more timely (as close to real time as possible - daily at a minimum), accurate (down to the share - not in millions), transparent (number of accounts owns what number of shares), and changes in each account dtc, DRS, insider - withdraw vs deposits of each type of known owner.

This proposal's intention is to provide everyone the opportunity to see a much more timely, and accurate accounting, of the direct ownership of GameStop at any given time.

Thank you for bringing this idea to a shareholder vote for support and also your efforts to implement and improve upon this change in favor of transparency, timeliness, and accuracy.

I have sent this request to the following parties on December 20th using regular mail:

Computershare
C/O: Shareholder Services
150 Royall Street Suite 101
Canton, MA 02021

Secretary, at
GameStop Corp.,
625 Westport Parkway,
Grapevine, Texas 76051

I was advised my communication would not make it by December 22nd, so I have resent this proposal via Fed Ex overnight to only:

Secretary @ GameStop Corp
625 Westport Parkway,
Grapevine, Texas 7605

Included in this communication is a proposal for a DRS Dashboard with live real time information, along with a nomination for the board of directors - Susanne Trimbath which was not included in the regular mail communication.

Thank you for considering the above proposal along with a nomination and bringing them forward to shareholders to vote on.

Have a wonderful day!

Sincerely,



Ian Chiochio

[Redacted]

[Redacted]

December 21, 2022

Hello GameStop Board,

I hope you are all doing well.

I would like to take this opportunity to nominate someone for the board of directors for GameStop for the 2023 Annual General Meeting.

Her name is Susanne Trimbath.
Her Twitter handle is @SusanneTrimbath

She is the author of "Naked Short and Greedy: Wall Street's Failure to Deliver"
<https://spiramus.com/naked-short-and-greedy>

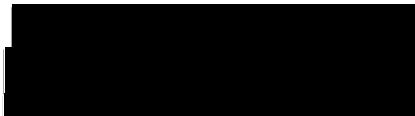
To learn more about her please watch <https://youtu.be/fGVY2Kco8ng>

A person of this caliber and knowledge would be a great asset to better optimize the current shareholder ownership situation that GameStop has experienced.

Thank you for allowing GameStop shareholders the opportunity to select a person of integrity to the Board of Directors by having Susanne Trimbath on the ballot.

Sincerely,

Ian Chiocchio





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Recipient's Name / Nom du destinataire **Secretary**
Company / Nom de la société **Game Stop Corp**
Address / Adresse **125 Westport Parkway**
City / Ville **Essexville**
State / Province/État **Texas**
ZIP/Postal Code / Code postal **76051**

3 Shipment Information / Informations sur l'envoi
Total Packages / Nombre total de colis
Weight / Poids total **0.5** lbs / kg
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Length / Longueur **1** in / cm
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Options de manutention spéciale et de signature de livraison
 Hold at FedEx Location
 Return to the sender
 Direct Signature / Signature directe
 Indirect Signature / Signature indirecte

7 Payment / Paiement
Bill transportation charges to:
 Shipper / Expéditeur
 Recipient
 Third Party
 Cash/Check/Airport Invoice/Chèque

8 Red Box / Boîte rouge
Bill / Customs charges for / Facturer les droits de douane à:
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February 13th, 2023

Hello Gamestop Executives, Kenneth M. Silverman, and The Securities Exchange Commission,

Thank you for the reply letter to my Shareholder Proposal and Board of Directors Nomination.

Thank you Kenneth M. Silverman @ 212 451-2327 on February 7th 2023 from approximately 10:25 to 10:30 am EST for taking my call and helping by answering a couple of the clarifying questions regarding the reply to the Shareholder Proposal..

During our brief call we discussed whom I should include in my reply (email to SEC - shareholderproposals@sec.gov. as well as Kenneth M. Silverman - ksilverman@olshanlaw.com), how the interpretation of the proposal is the "missing of the mark" with respect to the intention of the Shareholder Proposal vs. the reasons provided for being omitted, as well as being new to the position of GameStop Lawyer - only two months in - so much to learn! Although I have not received a call back as requested, I can appreciate being new to a position (only two months), much like Gary Gensler experienced when he became Chairperson of the SEC.

I look forward to working with all parties to help come to a mutually winning solution to have a Shareholder Proposal to be voted on that will have the number of Directly Registered Shares reported in a timely, accurate, and transparent manner and shared publicly.

I appreciate the listing of reasons provided for omitting the proposal as it shows a communication gap of the intended message. I will do my best to help clarify and also make concessions where you pointed out my errs and asks/demands of the GameStop Board. Please consider the framework more suggestive in nature, rather than a list of demands or orders that will burden the company and have it crumble and fail.

I am encouraged that the heart and intention of the Shareholder Proposal was not disputed and believe that a wording can be achieved which satisfies all parties that results in GameStop shareholders voting on this Proposal of reporting the DRS numbers on a daily basis (more frequent is more transparent), reported down to the share (accurate), and with little delay (timely).

In reply to the first reason from Analysis I. to have the Shareholder Proposal omitted:

The Shareholder Proposal is mutually exclusive to the nomination for Board of Directors. They are drafted on separate pieces of paper, dated and signed separately, but mailed together to save on postage. I agree that any mention of a nomination in the proposal is to be redacted / edited / blacked out just as my personal information was. It's mention was intended to help improve communication of the situation - sending similar letters in mail to GameStop via different methods - FedEx vs Canada Post. Inside the FedEx package - There are two letters that were sent. One Shareholder Proposal, and one Nomination for the Board of Directors. The

Nomination and Shareholder Proposal are not dependent on each other, other than I personally feel that both are great ideas and should be shared with our shareholders and allow them to decide if they feel the same way by voting on it.

Please remove reason for rejection in the Analysis I. as the nomination for Board of Directors is not part of the Shareholder Proposal. As well, please black out / remove / dismiss the whole section starting with "I sent letters in..." It is not a part of the proposal. It was included as a courtesy I now regret in trying to explain the duplication of communication that was to be received in the future.

In reply to Analysis II. numerous examples to have the Shareholder Proposal omitted:

A number of past cases were made about the negative impact this will have on GameStop board of directors - aka extra work and micro-managing. I too do not want ordinary business to be disrupted and respect the work needed to be done on a daily basis. I too do not want to micro-manage the board. I too agree that it is not necessary to create a new product or service (although I still feel that it is an awesome idea - perhaps it is something that can be developed by GameStop and profited off of if they choose to). I too do not want much money or time spent on this Shareholder Proposal - I want a profitable GameStop and would not want this Proposal to hinder that objective.

To remain in the Shareholder Proposal is the spirit of transparency, accuracy, and timeliness. If additional information can easily be shared, I encourage the board to do so - i.e. how many shares are held at Cede & Co - but is not a requirement of this Proposal. For purposes of clarifying the intention of this Shareholder Proposal perhaps please consider a rephrasing that may be more acceptable:

The Shareholder Proposal on reporting Directly Registered Shares

There are last reported 304,578,070 shares of GME GameStop as per Q3 2022 quarterly report. Computershare has an accurate accounting of who has direct ownership to the shares at any given time.

GameStop has reported the following number of Directly Registered Shares in the past Quarters:

Q3 of 2021 - 5.2 million shares of 76,350,781 shares
Q4 of 2021 - 8.9 million shares of 76,339,248 shares
Q1 of 2022 - 12.7 million shares of 76,129,034 shares
Q2 of 2022 - 71.3 million shares of 304,529,721 shares
Q3 of 2022 - 71.8 million shares of 304,578,070 shares

The above information is already provided in the Quarterly reports and is greatly appreciated, unfortunately it is not very timely as it is released approx 5 weeks after the end of quarter.

This Shareholder Proposal is requesting to improve the reporting of the number of Directly Registered Shares with more transparent (as close to real time if possible / end of day / perhaps real time in future), accurate (down to the share - not in millions), and timely (same day posting of information not 5 weeks later like quarterly reports) manner.

This proposal's intention is to provide everyone the opportunity to see a much more timely, and accurate accounting, of the direct ownership of GameStop at any given time.

The below are more suggestions / ideas on ways that this Shareholder Proposal could be implemented - again, these are suggestive and not demanding ideas:

- a. Upload a report to the investors relations webpage showing date and number of shares registered, under a daily reporting tab - probably the simplest and most cost effective method, but I leave that up to the Board.
- b. Have the GameStop Twitter team - SMRT - tweet out the number of directly registered shares
- c. Post in a dashboard automatically

For additional clarity, the exact parameters are more suggestive than demanding - asking GameStop Executives to simply use their best judgment in efforts they need to put forth and having the number of Directly Registered Shares reported on a timely, accurate, and transparent manner, to minimize their efforts and costs, and maximize visibility to how they best see fit.

Again, how the number of shares gets reported I leave at the discretion of the Board, the Proposal's intention is to have a report of the Directly Registered Share numbers in a timely (Same day reporting), accurate (down to the share), and transparent manner (posted publicly).

I know the above paragraph feels like it has been repeated - but repetition works, repetition works to help drive the point home.

Thank you for the continued consideration of the Shareholder Proposal of Reporting the number of Directly Registered Shares in a transparent, timely, and accurate manner while balancing costs and time required. Included in the reply to this clarified version of the Shareholder Proposal, I am requesting confirmation that this proposal / communication chain has been provided to the entire Gamestop Executive team. Thank you for any reassurance that the Board of Directors is reviewing this communication and is not being vetted before it gets a fair consideration by the people elected to run the company.

Thank you all for your time and consideration. Have a wonderful day!

Sincerely,



Ian Chiocchio

February 6, 2023

VIA E-MAIL

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

Re: *GameStop Corp.*
Stockholder Proposal of Ian Chiocchio
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 2023 Annual Meeting of Stockholders (collectively, the “2023 Proxy Materials”) a stockholder proposal and statement in support thereof (the “Proposal”) received from Ian Chiocchio (the “Proponent”). A copy of the Proposal, together with the Proponent’s cover letter, is attached to this letter as Exhibit A.

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 2023 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder 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 Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, 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 PROPOSAL

The Company received the below Proposal from the Proponent, which states in relevant part as follows:

I am requesting that current information regarding shareholder ownership of GameStop be provided on a public display (on GameStop website, Computershare website, and its own website or dashboard) and also provide a searchable history of this information as well.

Types of information to be included but not limited to:

Number of Shares Directly Registered to shareholders Number of shareholders

Number of Shares held by Insiders

Number of Shares held CEDE & Co (OTC Nominee), banks/brokers.

Additions to each type of ownership (purchases, transfer in)

Reductions to each type of ownership (sales, transfer out)

My expectation is that Computershare has an accurate accounting of who has direct ownership to the shares at any given time. This information is what I am requesting to be made public.

For clarity, I am not requesting who the owners of the shares be made public, but how many shares are directly registered in individual people's [sic] names.

[...]

This proposal's [sic] intention is to provide everyone the opportunity to see a much more timely, and accurate accounting, of the direct ownership of GameStop at any given time.

[...]

Included in this communication is a proposal for a DRS Dashboard with live real time information, along with a nomination for the board of directors - Susanne Trimbath which was not included in the regular mail communication.

I would like to take this opportunity to nominate someone for the board of directors for GameStop for the 2023 Annual General Meeting. Her name is Susanne Trimbath.

BASES FOR EXCLUSION

The Company respectfully requests the Staff's concurrence that the Company may exclude the Proposal from its 2023 Proxy Materials in reliance on:

- Rule 14a-8(i)(8) because the Proposal seeks to include a specific individual in the Company's 2023 Proxy Materials for election to the board of directors; and

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

ANALYSIS

I. The Proposal May Be Excluded from the Company's 2023 Proxy Materials Pursuant to Rule 14a-8(i)(8) Because the Proposal Seeks to Include a Specific Individual for Election to the Board of Directors

Rule 14a-8(i)(8)(iv) states that if the proposal relates to director elections and "seeks to include a specific individual in the company's proxy materials for election to the board of directors" the Proposal can be excluded.

The Staff has consistently concurred in the exclusion of proposals that seek to include a specific nominee to the board. See *AIM ImmunoTech Inc.* (Jun. 27, 2022) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8)(iv) where the stockholder sought to include two specific individuals in the company's proxy materials for election to the company's board of directors); *First Trust Dividend and Income Fund* (Jan. 30, 2014) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8)(iv) where the stockholder nominated his father as a candidate for the upcoming election of directors); *Vicon Industries, Inc.* (Feb. 14, 2012) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8)(iv) where the stockholder nominated himself as a candidate for the upcoming election of directors); and *Global TeleSystems, Inc.* (Jun. 5, 2001) (permitting exclusion of a stockholder proposal under Rule 14a-8(i)(8) where the stockholder proposal related to an election for membership on the Company's board of directors).

The Proposal falls squarely within Rule 14a-8(i)(8)(iv). The text of the Proposal expressly seeks to include Susanne Trimbath in the 2023 Proxy Materials for election to the Company's board of directors. Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(8)(iv).

II. The Proposal May Be Excluded from the Company's 2023 Proxy Materials Pursuant to Rule 14a-8(i)(7) Because It Relates to the Company's Ordinary Business.

Rule 14a-8(i)(7) permits a company to exclude a stockholder 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 Proposal implicates both of these considerations.

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because it relates to the manner in which the Company offers its products and services. The Proposal in essence requests 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 on a daily basis. 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 stockholders who lack the requisite day-to-day familiarity with the business. Were such decisions subject to direct stockholder 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 Proposal also seeks to “micro-manage” the Company. Specifically, the Proposal instructs the Company to provide create a service and provide a daily report on (1) the number of shares directly registered, (2) the number of stockholders, (3) the number of shares held by insiders, (4) the number of shares held by Cede & Co., (5) the number of shares held by banks and brokers, and (6) the number of transfers in and out of each of ownership. Determinations about how and when to offer a product or service are inherently complex, and stockholders 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 stockholder proposals, such as the Proposal, that relate to the day-to-day operations of a company, specifically when the proposal relates to the products and services offered for sale by the company. For example, see *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 stockholders 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 stockholder 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) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report on the Company’s customer service ranking within the drugstore industry); *Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) 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 stockholder proposals that relate to the presentation of disclosure in a company’s reports to stockholders. See, e.g., *Exxon Mobil Corp.* (Mar. 9, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company list all proposals, including stockholder 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) (permitting exclusion under Rule 14a-8(c)(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) (permitting exclusion under Rule 14a-8(c)(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) (permitting exclusion under Rule 14a-8(c)(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 Proposal attempts 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, as noted in the Proposal, much of the information the Proponent is requesting has been published in the Company's public filings with the Commission.

The Proposal also does 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 stockholder 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 Proposal addresses the ordinary business matter of the products and services offered for sale by the Company, requests a daily 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 Proposal involves 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 Proposal involves 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 Proposal should be deemed excludable pursuant to Rule 14a-8(i)(7), consistent with the above-cited no-action letters.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2023 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) 451-2327.

Sincerely,

/s/ Kenneth M. Silverman

Kenneth M. Silverman

Enclosures

cc: Mark Robinson, General Counsel and Secretary, GameStop Corp.
Ian Chiochio

Exhibit A

December 21th, 2022

Hello Gamestop Board of Directors,

I have been invested in Gamestop for almost two years using a broker to trade shares and options, and more importantly I HODL GameStop shares registered directly in my name with transfer agent Computershare, and has value over \$25,000 for over one year.

There are last reported 304,578,070 shares of GME GameStop. I am requesting that current information regarding shareholder ownership of GameStop be provided on a public display (on GameStop website, Computershare website, and its own website or dashboard) and also provide a searchable history of this information as well.

Types of information to be included but not limited to:

Number of Shares Directly Registered to shareholders

Number of shareholders

Number of Shares held by Insiders

Number of Shares held CEDE & Co (DTC Nominee), banks/brokers.

Additions to each type of ownership (purchases, transfer in)

Reductions to each type of ownership (sales, transfer out)

My expectation is that Computershare has an accurate accounting of who has direct ownership to the shares at any given time. This information is what I am requesting to be made public.

For clarity, I am not requesting who the owners of the shares be made public, but how many shares are directly registered in individual peoples names.

How many shares held by each shareholder (again, not who the shareholders are) can also be included.

GameStop has reported the following number of Directly Registered Shares in the past Quarters:

Q3 of 2021 - 5.2 million shares of 76,350,781 shares

Q4 of 2021 - 8.9 million shares of 76,339,248 shares

Q1 of 2022 - 12.7 million shares of 76,129,034 shares

Q2 of 2022 - 71.3 million shares of 304,529,721 shares

Q3 of 2022 - 71.8 million shares of 304,578,070 shares

The above information is already provided in the Quarterly reports and is greatly appreciated. Unfortunately it is not very timely - released approx 5 weeks after the end of quarter.

This proposal is to request a huge improvement to the reporting with more timely (as close to real time as possible - daily at a minimum), accurate (down to the share - not in millions), transparent (number of accounts owns what number of shares), and changes in each account dtc, DRS, insider - withdraw vs deposits of each type of known owner.

This proposal's intention is to provide everyone the opportunity to see a much more timely, and accurate accounting, of the direct ownership of GameStop at any given time.

Thank you for bringing this idea to a shareholder vote for support and also your efforts to implement and improve upon this change in favor of transparency, timeliness, and accuracy.

I have sent this request to the following parties on December 20th using regular mail:

Computershare
C/O: Shareholder Services
150 Royall Street Suite 101
Canton, MA 02021

Secretary, at
GameStop Corp.,
625 Westport Parkway,
Grapevine, Texas 76051

I was advised my communication would not make it by December 22nd, so I have resent this proposal via Fed Ex overnight to only:

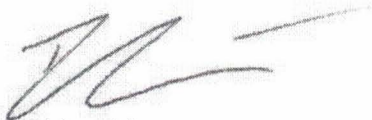
Secretary @ GameStop Corp
625 Westport Parkway,
Grapevine, Texas 7605

Included in this communication is a proposal for a DRS Dashboard with live real time information, along with a nomination for the board of directors - Susanne Trimbath which was not included in the regular mail communication.

Thank you for considering the above proposal along with a nomination and bringing them forward to shareholders to vote on.

Have a wonderful day!

Sincerely,



Ian Chiocchio

[Redacted]

December 21, 2022

Hello GameStop Board,

I hope you are all doing well.

I would like to take this opportunity to nominate someone for the board of directors for GameStop for the 2023 Annual General Meeting.

Her name is Susanne Trimbath.
Her Twitter handle is @SusanneTrimbath

She is the author of "Naked Short and Greedy: Wall Street's Failure to Deliver"
<https://spiramus.com/naked-short-and-greedy>

To learn more about her please watch <https://youtu.be/fGVY2Kco8ng>

A person of this caliber and knowledge would be a great asset to better optimize the current shareholder ownership situation that GameStop has experienced.

Thank you for allowing GameStop shareholders the opportunity to select a person of integrity to the Board of Directors by having Susanne Trimbath on the ballot.

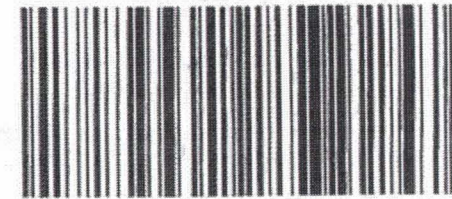
Sincerely,

Ian Chiocchio



FedEx
TRK#
8412 8174 9509 3624

XA DALA



132719 21Dec2022 YYZA 58165/C8CF/C088

FedEx International Air Waybill
Express Lettre de transport aérien internationale

For FedEx services worldwide. / Pour les services FedEx à l'international. Packages up to 150 lbs. (68 kg), excluding dangerous goods. Not all services and options are available to all destinations. / Cols de jusqu'à 68 kg (150 lb), à l'exception des marchandises dangereuses. Certains services et options ne sont pas disponibles pour toutes les destinations.

1 From Please print and press hard. / Expéditeur Écrivez en caractères d'imprimerie et appuyez fermement.

Date 12 21 22 Sender's FedEx Account Number / N° de compte FedEx de l'expéditeur

Sender's Name / Nom de l'expéditeur Fan Chicchi's Phone / Téléphone

Company

817495093624

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! New service offered in some countries. Note: The service order for FedEx Intl. Priority Express

For Completion instructions, and details on services available, go to the quarterly page for obtaining clear instructions sur les services offerts dans certains pays. Notez que le service ordre pour les services FedEx Intl. Priority a été modifié pour certaines destinations.

FedEx Tracking Number / Numéro de suivi de FedEx 8174 9509 3624 Form ID No. / N° du formulaire 0412

4 Express Package Service / Service colis express

FedEx Intl. First FedEx Intl. Priority Express FedEx Intl. Priority FedEx Intl. Economy

5 Packaging / Emballage

FedEx Envelope / Enveloppe FedEx FedEx Pak / Pak FedEx FedEx Box / Boîte FedEx FedEx Tube / Tube FedEx
 FedEx 10kg Box / Boîte 10kg FedEx FedEx 25kg Box / Boîte 25kg FedEx Other / Autre

6 Special Handling and Delivery Signature Options / Options de manutention spéciale et de signature de livraison

Hold at FedEx Location / Retenir à la succursale FedEx Saturday Delivery / Livrer le Samedi
 Direct Signature / Signature directe Indirect Signature / Signature indirecte
 Recipient's address may sign for delivery. / Si personne d'adresse destinataire peut signer pour la livraison. / Si personne d'adresse destinataire peut recevoir le colis.

7 Payment / Paiement

Bill transportation charges to: / Facturer le transport à:
 Sender / Expéditeur Recipient / Destinataire Third Party / Tierce partie Credit Card / Carte de crédit Cash/Cheque / Argent liquide/Chèque

FedEx Acct. No. / N° de compte FedEx
Credit Card No. / N° de carte de crédit

Bill Customs charges to: / Facturer les droits de douane à:
 Sender / Expéditeur Recipient / Destinataire Third Party / Tierce partie Credit Card / Carte de crédit

8 Re Use only after indicating weight and size

2 To/Destinaire

Recipient's Name / Nom du destinataire Secretary Phone / Téléphone

Company / Nom de la société Game Stop Corp

Address / Adresse 625 Westport Parkway

City / Ville Grapevine State / Province/Etat Texas

Country/Territory / Pays/Territoire USA ZIP/Postal Code / Code postal 76051

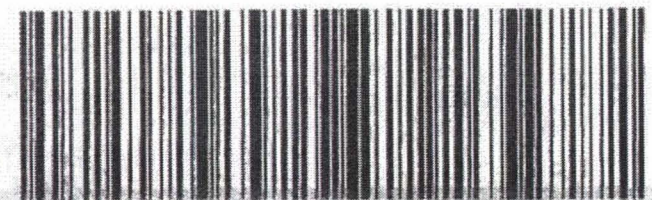
Email Address / Adresse courriel

Recipient's Tax ID Number / N° fiscal du destinataire aux fins de la douane

3 Shipment Information / Informations sur l'envoi

Total Packages / Nombre total de colis 1 Total Weight / Poids total 0.5 lbs. / DIM / Poids VOL X in. / po. X cm

Commodity Description / Description de la marchandise	Harmonized Code / Code harmonisé	Country of Manufacture / Pays de fabrication	Value for Customs / Valeur déclarée à la douane
3 pages paper			1 CAD



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XA DALA