



DIVISION OF
CORPORATION FINANCE

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

April 22, 2025

Erica L. Hogan
Cadwalader, Wickersham & Taft LLP

Re: GameStop Corp. (the "Company")
Incoming letter dated January 27, 2025

Dear Erica L. Hogan:

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

The Proposal requests all Company employees be granted two shares of Company stock per quarter.

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 relates to the Company's ordinary business operations. 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).

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/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Ian Chiocchio

CADWALADER

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January 27, 2025

VIA ONLINE SHAREHOLDER PROPOSAL FORM

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

Re: GameStop Corp.
Shareholder Proposal of Ian Chiocchio

To the Staff of the Division of Corporation Finance:

We are submitting this letter on behalf of GameStop Corp. (the "**Company**"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (the "**Exchange Act**") to notify the Securities and Exchange Commission (the "**Commission**") of the Company's intention to exclude from its proxy materials (the "**2025 Proxy Materials**") for its 2025 annual meeting of shareholders ("**2025 Annual Meeting**") a shareholder proposal (the "**Proposal**") and statements in support thereof submitted by Ian Chicchio (the "**Proponent**").

We also request confirmation that the staff of the Division of Corporation Finance (the "**Staff**") will not recommend to the Commission that enforcement action be taken if the Company omits the Proponent's Proposal from its 2025 Proxy Materials for the reasons discussed below.

A copy of the Proponent's Proposal and all related documents is attached hereto as Exhibit A.

This letter and its exhibit are being submitted to the Staff using the online shareholder proposal form. In accordance with Rule 14a-8(j), a copy of this letter and its exhibits are also being sent to the Proponent as notice of the Company's intent to exclude the Proposal from the 2025 Proxy Materials. Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that a shareholder proponent is required to send the company a copy of any correspondence that the proponent elects to submit to the Commission or the Staff. Accordingly, the undersigned hereby informs the Proponent that, if the Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned.

The Company currently intends to file its 2025 Proxy Materials with the Commission on or about April 24, 2025. Accordingly, pursuant to Rule 14a-8(j), this letter is being submitted not less than 80 days before the Company currently intends to file its 2025 Proxy Materials with the Commission.

THE PROPOSAL

The Proposal was submitted by the Proponent via email on December 30, 2024 as part of a larger collection of documents. See Exhibit A.

Among other documents, the Proposal was submitted with a cover letter, which states, in part, that:

“I have included two document submissions in this package mailing.

One letter is for a shareHODLer [*sic*] proposal to grant every GameStop employee 1 Directly Registered Share of GME in their name every quarter, and another share to be sold off for taxes and cash distributions.”

It appears that the requested action is set forth in the second paragraph of Proponent’s first letter, dated December 14, 2024 (“*Proponent’s Letter*”), which states:

“All GameStop employees are to be granted 2 GME shares of GameStop stock - every quarter. One of the shares granted per quarter is to be directly registered in the employee’s name with the transfer agent, and the other share is to be sold off to cover taxes with remaining funds distributed to the employee.”

BASIS FOR EXCLUDING THE PROPONENT’S PROPOSAL

The Company respectfully requests that the Staff concur in our view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company’s ordinary business operations.

RULE AND ANALYSIS

The Proponent’s Proposal May Be Excluded Pursuant to Rule 14a-8(i)(7) Because It Deals with Matters Relating to the Company’s Ordinary Business Operations.

A. Rule 14a-8(i)(7) Background

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal from a company’s proxy materials if the proposal “deals with matters relating to the company’s ordinary business operations.” According to the Commission’s release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” refers to matters that are not necessarily “ordinary” in the common meaning of the word, but instead the term “is rooted in the corporate law concept [of] providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 40018 (May 21, 1998) (the “*1998 Release*”).

In the 1998 Release, the Commission explained that 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,” and identified two central considerations that underlie this policy. The consideration relevant here 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.” *Id.* Further, in the 1998 Release, the Commission expressly cited “management of the workforce” as an example of a function that is fundamental to management’s ability to run a company on a day-to-day basis.

B. The Proposal is Excludable Because it Relates to General Employee Compensation

The Proposal is excludable pursuant to Rule 14a-8(i)(7) because it directly relates to the Company's general employee compensation policies and practices, a core component of the Company's ordinary business. In analyzing shareholder proposals relating to compensation, the Staff has distinguished between proposals that relate to general employee compensation and proposals that address only executive officer and director compensation, indicating that the former implicate a company's ordinary business operations and thus are excludable under Rule 14a-8(i)(7). See Staff Legal Bulletin No. 14A (July 12, 2002) ("**SLB 14A**") (indicating that "[s]ince 1992, [the Staff has] applied a bright-line analysis to proposals concerning equity or cash compensation" under which companies "may exclude proposals that relate to general employee compensation matters in reliance on [R]ule 14a-8(i)(7)" except in the case where proposals "concern only senior executive and director compensation").

The Staff has consistently concurred with the exclusion of shareholder proposals relating to employee stock ownership under Rule 14a-8(i)(7) as focused on general compensation matters, consistent with the "bright line" approach articulated in SLB 14A. For instance, in *Yum! Brands, Inc.* (Feb. 24, 2015), the proposal suggested that as part of a report on the company's executive compensation policies, the company include a comparison of senior executive compensation and "store employees' median wage." The Staff concurred that the company could "exclude the proposal under [R]ule 14a-8(i)(7), as relating to [the company's] ordinary business operations," noting "that the proposal relates to compensation that may be paid to employees generally and is not limited to compensation that may be paid to senior executive officers and directors." See also *CytRx Corporation* (Jun. 26, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending that the company's board limit the annual salary and benefit packages of each employee of the company, noting that the proposal relates to the "compensation that may be paid to employees generally and is not limited to compensation that may be paid to senior executive officers and directors"); *Apple, Inc.* (Nov. 16, 2015) (allowing the exclusion of a proposal asking Apple's compensation committee to adopt new compensation principles responsive to the U.S.'s "general economy, such as unemployment working hour[s] and wage inequality"); *Verizon Communications Inc.* (Feb. 23, 2015) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a review of the company's executive compensation policies including a comparison of the total compensation package of the top senior executives and the company's employees' median wage, noting that the proposal "relates to compensation that may be paid to employees generally and is not limited to compensation that may be paid to senior executive officers and directors"); *ENGlobal Corp.* (Mar. 28, 2012) (concurring with the exclusion of a proposal that sought to amend the company's equity incentive plan, noting that "the proposal relates to compensation that may be paid to employees generally and is not limited to compensation that may be paid to senior executive officers and directors"); *International Business Machines Corp.* (Jan. 22, 2009) (concurring with the exclusion of a proposal requesting that no employee above a certain management level receive a salary raise in any year in which at least two-thirds of all company employees did not receive a three percent salary raise).

The Proposal here does not limit itself only to senior executive officers and directors, but is intentionally broad, encompassing stock distributed to "[a]ll GameStop employees" (emphasis added). The supporting statement notes an impact of the Proposal, specifically that "employees of GameStop will turn into actual owners of GameStop as well." The broad focus of the Proposal is precisely focused on employees generally, and therefore relates directly to the Company's general employee compensation policies and practices. Decisions regarding compensation and management of each Company employee are critical to day-to-day operations, and are the type of matter that the Staff has recognized should not be subject to

shareholder oversight.

C. The Proponent's Proposal Does Not Raise a Significant Policy Issue That Transcends the Company's Ordinary Business

In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("*SLB 14L*"), the Staff recently explained that it will "focus on the social policy significance of the issue that is the subject of the shareholder proposal" to "realign its approach for determining whether a proposal relates to 'ordinary business' with the standard the Commission initially articulated in 1976, which provided an exception for certain proposals that raise significant social policy issues." As such, the Staff stated that it will focus on the issue that is the subject of the shareholder proposal and determine whether it has "a broad societal impact, such that [it] transcend[s] the ordinary business of the company." *See* SLB 14L.

Here, the Proposal 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 "[a]ll GameStop employees [should] be granted 2 GME shares of GameStop stock - every quarter" does not meet this standard, as the Company is not aware of any widespread or sustained public debate regarding this issue.

Accordingly, the Proposal's focus on specific stock compensation to employees is directly related to ordinary business matters and does not otherwise transcend such matters by focusing on a significant social policy issue. Therefore, we ask that the Staff concur that the Company may exclude the Proposal from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(7).

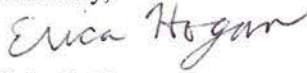
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CONCLUSION

For the reasons set forth above, the Company believes that the Proponent's Proposal may be excluded under Rule 14a-8(i)(7). The Company respectfully requests the Staff's concurrence in the Company's view or, alternatively, confirmation that the Staff will not recommend any enforcement action to the Commission if the Company so excludes the Proponent's Proposal from its 2025 Proxy Materials.

We would be happy to provide the Staff with any additional requested information and answer any questions related to this subject. Please do not hesitate to contact the undersigned by phone at (212) 504-6645 or by email at Erica.Hogan@cwt.com.

Sincerely,



Erica L. Hogan

Enclosures

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

Exhibit A

December 19th, 2024

Hello GameStop Board of Directors,

I have included two document submissions in this package mailing.

One letter is for a shareHODLer proposal to grant every GameStop employee 1 Directly Registered Share of GME in their name every quarter, and another share to be sold off for taxes and cash distributions.

The second letter is a nomination for the Board of Directors, someone that is already an employee of GameStop named Josh aka [REDACTED] PII [REDACTED] on x.com.

Both the proposal and nomination were inspired through chatting with GameStop employees about GME stock. To my surprise most employees don't know much about the stock. I feel GameStop is missing an excellent opportunity to increase the value and popularity of GME simply through education and awareness.

The more people who are aware of, the more of an impact can be made.

The website WhyDRS.org should be reviewed by everyone at GameStop to help better understand the benefits of direct stock ownership of GME.

For any reply to these communications, please send to me at:

Ian Chiocchio



Thank you.

Sincerely,

A handwritten signature in black ink, appearing to be 'IC' or similar initials, followed by a horizontal line.

Ian Chiocchio

December 14th, 2024

Hello GameStop Board of Directors,

Please allow shareHODLers to vote on the following proposal:

All GameStop employees are to be granted 2 GME shares of GameStop stock - every quarter. One of the shares granted per quarter is to be directly registered in the employee's name with the transfer agent, and the other share is to be sold off to cover taxes with remaining funds distributed to the employee.

The implementation of this proposal will raise the floor of benefits while working at GameStop. With shares being directly registered, employees of GameStop will turn into actual owners of GameStop as well. GME Shares directly registered provide ownership over the GME shares, which then provides ownership over GameStop. Please see WhyDRS.org for further benefits of shares being directly registered for shareHODLers.

If 20 Million shares were allocated for this proposal, it would provide 25,000 employees 2 shares per quarter for 100 years. (20 Million shares / 200,000 shares per year = 100 years)

To fund this proposal, one option may be through using 20 million of the 32 million shares (8 million pre split) that are already reserved to "attract talent" that shareholders voted in favor of in 2022 - on the proxy as PROPOSAL 2: APPROVAL OF THE GAMESTOP CORP. 2022 INCENTIVE PLAN.

Another option to fund this proposal is through more dilution.

To help quantify the dilution value of 20 million shares and the impact to shareHODLers - it would cost the exact same amount of equity as the most recent dilution (On September 23, 2024) of 20 million shares @ \$20 / share which provided \$400 million (less fees) to GameStop. This proposal would effectively equate to 8 shares @ \$20 = \$160 per employee per year or \$40 per quarter. A small amount to invest in employees and help attract talent to GameStop.

ShareHODLers will be investing 2% equity of the fully diluted 1 Billion authorized shares available (20 million of 1 billion), to grant all employees one share after tax directly registered in their name, every quarter, for 100 years.

Good things will come for all GameStop shareHODLers in due time.

Sincerely,



Ian Chiocchio



Good things will come to you
in due time.
9 12 13 19 43 47

December 19th, 2024

Hello GameStop Board of Directors,

First, thank you for your work and dedication to GameStop and helping save it from extinction. It can be tough making important choices on what is best for the company.

It requires a certain something to take on big change, and I see signs of hope with my nomination for GameStop Board of Directors.

This nomination for GameStop board of directors is someone I have never met, and have only interacted with briefly on social media platform x.com.

I don't even know this person's full name, I believe his first name is Josh.

Josh goes by the name [PII] and his handle on x.com is [PII]

He works at GameStop, is committed to the company's turn-around, and is actively promoting GameStop and interacting on social media.

Toast is young, full of positive energy, enthusiasm, dedication, and demonstrates commitment to do whatever is best for the company. He walks the talk. Josh is purchasing GameStop shares and merchandise with his paycheck. Toast works on the front lines, has fresh eyes and mind, and has a fantastic attitude. Most importantly, Josh communicates and interacts with customers and shareHODLers.

I encourage you to reach out to Josh aka [PII] for some recognition, mentorship, encouragement, and guidance to help him best develop his GameStop career. Perhaps it may be a touch early in his career to jump right on to the board, however toast / [PII] brings many qualities that can be optimized for shareholder value creation and is worth considering for the Board of Directors career path.

I share with you the same x.com post by Larry Cheng [PII] on 8:21 am Dec 18, 2024...

There is a contrast of youthful / hopeful energy vs an investor who is losing faith.

One post is a share from toast aka Josh showing a dedicated employee promoting his company.

The other post is a reply from a shareHODLER (me) who has reduced his HODLings by nearly 50% as a result of the dilutions, the ongoing out of stock GameStop merchandise for over a year, lack of operating profits, lack of dividends to shareHODLers or board members, blocking of shareHODLER proposals that require an accurate count of Directly Registered GME shares on a daily basis, and minimal communication.

With the dilutions producing a stock pile of cash, there is still hope. Thank you all for your service to GameStop. I look forward to good things coming!

Sincerely,



Ian Chiocchio



PII

I WORK A GAMESTOP AND I BUY MY SHARES WITH THE SAME CHECKS I GET PAID WITH . WHY?
BECAUSE ITS THE CIRCLE OF LIFE. ITS NOT WHAT YOUR COMPANY CAN DO FOR YOU BUT ITS
WHAT YOU CAN DO FOR YOUR COMPANY I LOVE MY JOB AND THIS COMPANY AND
EVERYONE IN IT.



Larry Cheng

PII

Dec 18

GameStop 2024 CEO comp:

Cash: \$0

Options: 0

...

Show more

8:37 AM · Dec 18, 2024 · **36.3K** Views



Larry Cheng

PII

GameStop 2024 CEO comp:

Cash: \$0

Options: 0

GameStop 2024 Board member comp:

Cash: \$0

Options: 0

\$GME

8:21 AM · Dec 18, 2024 · 245.2K Views

440

1.3K

5.6K

141

Replying to

PII



Post your reply



Reply



Ian Chiochio

PII

22h

That is not something to be proud of.

I want to see the cash compensation high for board members - paid through dividends.

Board members have shares, and since no dividends to shareHODLers, it is fair for no payment to the board either.

\$0 Compensation fair for performance.