

Title: Gamestop just released their 14-A Filing - and it talks about the Share Increase!

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Ok, peeps!! Its time to dig in deeper to their recent filing. . .

Linky : [https://gamestop.gcs-web.com/node/19696/html#toc286356_35](https://gamestop.gcs-web.com/node/19696/html#toc286356_35)

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****PROPOSAL 5:****

****APPROVAL OF AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE AUTHORIZED SHARES OF COMMON STOCK****

****General****

We are asking our stockholders to approve an amendment to our Third Amended and Restated Certificate of Incorporation (the "Existing Charter"), to increase the number of authorized shares of our common stock to 1,000,000,000, and correspondingly increase the number of authorized shares of all classes of our stock to 1,005,000,000 in order to implement a stock split of our common stock in the form of a stock dividend (the "Stock Split") and provide flexibility for future corporate needs. Our Existing Charter currently authorizes the issuance of 300,000,000 shares of common stock and 5,000,000 shares of preferred stock.

If our stockholders approve this proposal at the annual meeting, Article FOURTH (a) of the Existing Charter would be amended and restated in its entirety to read as follows:

"(a) Authorized Capital Stock. The total number of shares of stock that the Corporation shall have authority to issue is 1,005,000,000 of which (i) 1,000,000,000 shares shall be shares of Class A Common Stock, par value \$.001 per share (the "Class A Common Stock" or "Common Stock"), and (ii) 5,000,000 shares shall be shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"), issuable in one or more series as hereinafter provided. The number of authorized shares of any class or classes of capital stock of the Corporation may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote generally in the election of directors ("Voting Stock") irrespective of the provisions of Section 242(b)(2) of the GCL or any corresponding provision hereinafter enacted."

A copy of the proposed amendment to our Existing Charter is attached hereto as Appendix B.

If our stockholders approve this proposal at the annual meeting, we intend to file a corresponding Certificate of Amendment to our Existing Charter reflecting the approved amendment with the Delaware Secretary of State as soon as practicable following the annual meeting, at which time the increase in the number of authorized shares of common stock would become effective.

As of April 8, 2022, 76,347,215 shares of common stock were issued and outstanding.

****Purpose of the Authorized Shares Amendment****

The primary purpose of increasing the number of authorized shares of our common stock is to facilitate the potential Stock Split. Our Board intends to approve the Stock Split, subject to and contingent upon stockholder approval and the effectiveness of the Authorized Shares Amendment.

The trading price of our common stock has risen significantly over the past couple of years. Our investors have expressed a high level of interest in our common stock. Feedback from our investors indicates that a higher stock price can limit those who desire to invest in our common stock. We anticipate that an increase

in the number of outstanding shares resulting from a potential Stock Split will reset the market price of our common stock in a range that would give our investors more flexibility in how they manage their ownership of our common stock and make our common stock more accessible for anyone who wants to invest in our Company.

A proportional increase in our authorized but unissued shares of common stock as a result of the Authorized Shares Amendment would also have the additional benefit of enabling the Board to issue additional shares of common stock in its discretion from time to time for general corporate purposes. The corporate purposes for which our Board may issue additional shares of common stock include future acquisitions, capital-raising or financing transactions involving common stock, convertible securities or other equity securities, stock splits, stock dividends and current or future equity compensation plans. Our Board believes the proportionate increase in our authorized but unissued common stock is appropriate to maintain the flexibility currently available to us to issue shares in the future without the potential expense or delay incident to obtaining stockholder approval for any particular issuance. Except for shares of common stock reserved for grants pursuant to our equity compensation plans and shares of common stock expected to be distributed to stockholders to effect the planned Stock Split, we do not currently have any other plans, agreements, commitments or understandings with respect to the issuance of the additional shares (or the currently authorized but unissued shares) of common stock, nor do we currently have any plans, arrangements, commitments or understandings with respect to the issuance of any shares of preferred stock.



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The availability of additional authorized but unissued shares of common stock may enable our Board to render it more difficult, or discourage an attempt to obtain control of, the Company, which may adversely affect the market price of our common stock. If in the due exercise of its fiduciary obligations, for example, our Board were to determine that a takeover proposal were not in our best interests, such shares could be issued by the Board without stockholder approval in (i) one or more private placements or other transactions that might prevent, render more difficult or make more costly the completion of any attempted takeover transaction by diluting voting or other rights of the proposed acquirer or insurgent stockholder group or creating a substantial voting block in institutional or other hands that might support the position of the incumbent Board or (ii) an acquisition that might complicate or preclude the takeover. This proposal is not prompted by any specific effort or takeover threat currently perceived by management.

****Effective Date of Authorized Shares Amendment****

If the Authorized Shares Amendment is adopted by the required vote of stockholders, such amendment will become effective on the date the Certificate of Amendment is filed with the Secretary of State of the State of Delaware.

****Reservation of Right to Abandon Authorized Shares Amendment and Stock Split****

Our Board reserves the right to not proceed with the Authorized Shares Amendment and to abandon the Authorized Shares Amendment without further action by our stockholders at any time before the effectiveness of the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware, even if the Authorized Shares Amendment is adopted and approved by our stockholders at the annual meeting. By voting in favor of the Authorized Shares Amendment, you are expressly also authorizing our Board to delay, not proceed with, and abandon, the proposed amendment if it should so decide, in its sole discretion, that such action is in the best interests of GameStop and its stockholders. If the Board elects to abandon the Authorized Shares Amendment, the number of authorized shares of common stock will remain at 300,000,000 and the Stock Split will not be effected. Additionally, our Board reserves the right to not proceed with a Stock Split at all, even if this proposal is approved by our stockholders.

****THE BOARD UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE** **FOR** **THE**

APPROVAL OF THE AUTHORIZED SHARES AMENDMENT. PROXIES SOLICITED BY THIS PROXY STATEMENT WILL BE VOTED** **FOR** **THIS PROPOSAL UNLESS A VOTE AGAINST THE PROPOSAL OR AN ABSTENTION IS SPECIFICALLY INDICATED.**

Thoughts? I'm just throwign this out there for everyone that may not be getting the emails from GS. At work and can't dig to deep into this, but reading now . . .