GameStop Corp.
Form SC 13G/A
February 05, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)

GameStop Corp.

(Name of Issuer)

Class B Common Stock, par value $0.001

(Title of Class of Securities)

36466R208

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[ ] Rule 13d-1(c)

[_] Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 36466R208
---

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Karsch Capital Management, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,915,620

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,915,620

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,915,620

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 36466R208
---

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Karsch Management GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [_]
(b) [x]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,915,620

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,915,620

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,915,620

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12. TYPE OF REPORTING PERSON

OO

CUSIP No. 36466R208

---

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Michael A. Karsch

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [_]
(b) [x]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,915,620

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,915,620

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,915,620

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12. TYPE OF REPORTING PERSON

IN

CUSIP No. 36466R208

Item 1(a). Name of Issuer:

GameStop Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

625 Westport Parkway
Grapevine, Texas 76051

Item 2(a). Name of Persons Filing:

Karsch Capital Management, LP
Karsch Management GP, LLC
Michael A. Karsch

Item 2(b). Address of Principal Business Office, or if None, Residence:

110 East 59th Street, 22nd Floor
New York, New York 10022

Item 2(c). Citizenship:

Karsch Capital Management, LP - Delaware limited partnership
Karsch Management GP, LLC - Delaware limited liability company
Michael A. Karsch - United States

Item 2(d). Title of Class of Securities:

Class B Common Stock, par value $0.001

Item 2(e). CUSIP Number:

36466R208

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) [_] Broker or dealer registered under Section 15 of the Exchange Act.

(b) [_] Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) [_] Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) [_] Investment company registered under Section 8 of the Investment Company Act.

(e) [X] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [_] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [_] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Karsch Capital Management, LP

(a) Amount beneficially owned:

1,915,620 shares

(b) Percent of class:

6.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 0

(ii) Shared power to vote or to direct the vote 1,915,620

(iii) Sole power to dispose or to direct the disposition of 0

(iv) Shared power to dispose or to direct the disposition of 1,915,620

Karsch Management GP, LLC:

(a) Amount beneficially owned:

1,915,620 shares

(b) Percent of class:

6.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	1,915,620
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	1,915,620

Michael A. Karsch:

(a) Amount beneficially owned:

1,915,620 shares

(b) Percent of class:

6.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	1,915,620
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	1,915,620

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [ ].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KARSCH CAPITAL MANAGEMENT, LP*

By: Karsch Management GP, LLC
General Partner

By: /s/ Michael A. Karsch

Michael A. Karsch
Managing Member

KARSCH MANAGEMENT GP, LLC*

By: /s/ Michael A. Karsch

Michael A. Karsch
Managing Member

February 5, 2007

/s/ Michael A. Karsch*

Michael A. Karsch

* The Reporting Persons disclaim beneficial ownership of the shares reported herein except to the extent of their pecuniary interest.

Exhibit A

AGREEMENT

The undersigned agree that this Amendment No. 1 to the Schedule 13G dated February 5, 2007 relating to the Class B Common Stock par value $0.001 of GameStop Corp. shall be filed on behalf of the undersigned.

KARSCH CAPITAL MANAGEMENT, LP

By: Karsch Management GP, LLC
General Partner

By: /s/ Michael A. Karsch

Michael A. Karsch
Managing Member

KARSCH MANAGEMENT GP, LLC

By: /s/ Michael A. Karsch

Michael A. Karsch
Managing Member

/s/ Michael A. Karsch

Michael A. Karsch

February 5, 2007

Date

SK 03407 0004 744963