PETROLEUM & RESOURCES CORP
Form N-PX
July 18, 2014

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY
Investment Company Act file number: 811-02736

PETROLEUM & RESOURCES CORPORATION

(Exact name of registrant as specified in charter)

7 Saint Paul Street, Suite 1140, Baltimore, Maryland 21202

(Address of principal executive offices)

Lawrence L. Hooper, Jr.
Petroleum & Resources Corporation
7 Saint Paul Street, Suite 1140
Baltimore, Maryland 21202

(Name and address of agent for service)

Registrant's telephone number, including area code: (410) 752-5900
Date of fiscal year end: December 31
Date of reporting period: July 1, 2013 - June 30, 2014

Item 1. Proxy Voting Record

ANADARKO PETROLEUM CORPORATION			
Security	032511107		Meeting Type
Ticker Symbol	APC		Meeting Date
ISIN	US0325111070		Agenda
Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: ANTHONY R. CHASE	Management	
1B.	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Management	
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Management	
1D.	ELECTION OF DIRECTOR: PETER J. FLUOR	Management	
1E.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Management	
1F.	ELECTION OF DIRECTOR: CHARLES W.	Management	

	GOODYEAR		
1G.	ELECTION OF DIRECTOR: JOHN R. GORDON	Management	
1H.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Management	
1I.	ELECTION OF DIRECTOR: R.A. WALKER	Management	
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR.	Management	
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	
4.	STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	
5.	STOCKHOLDER PROPOSAL - REPORT ON CLIMATE CHANGE RISK.	Shareholder	

BAKER HUGHES INCORPORATED

Security	057224107		Meeting Type
Ticker Symbol	BHI		Meeting Date
ISIN	US0572241075		Agenda

Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: LARRY D. BRADY	Management	
1B.	ELECTION OF DIRECTOR: CLARENCE P.	Management	

	CAZALOT, JR.		
1C.	ELECTION OF DIRECTOR: MARTIN S. CRAIGHEAD	Management	
1D.	ELECTION OF DIRECTOR: LYNN L. ELSENHANS	Management	
1E.	ELECTION OF DIRECTOR: ANTHONY G. FERNANDES	Management	
1F.	ELECTION OF DIRECTOR: CLAIRE W. GARGALLI	Management	
1G.	ELECTION OF DIRECTOR: PIERRE H. JUNGELS	Management	
1H.	ELECTION OF DIRECTOR: JAMES A. LASH	Management	
1I.	ELECTION OF DIRECTOR: J. LARRY NICHOLS	Management	
1J.	ELECTION OF DIRECTOR: JAMES W. STEWART	Management	
1K.	ELECTION OF DIRECTOR: CHARLES L. WATSON	Management	
2.	AN ADVISORY VOTE RELATED TO THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM.	Management	
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS COMPANY'S INDEPENDENT REGISTERED PUBLIC	Management	

	ACCOUNTING FIRM FOR FISCAL YEAR 2014.		
4.	THE APPROVAL OF THE AMENDED AND RESTATED BAKER HUGHES INCORPORATED 2002 DIRECTOR & OFFICER LONG-TERM INCENTIVE PLAN.	Management	
5.	THE APPROVAL OF THE AMENDED AND RESTATED BAKER HUGHES INCORPORATED 2002 EMPLOYEE LONG-TERM INCENTIVE PLAN.	Management	
CABOT OIL & GAS CORPORATION			
Security	127097103		Meeting Type
Ticker Symbol	COG		Meeting Date
ISIN	US1270971039		Agenda
Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: DAN O. DINGES	Management	
1B.	ELECTION OF DIRECTOR: JAMES R. GIBBS	Management	
1C.	ELECTION OF DIRECTOR: ROBERT L. KEISER	Management	
1D.	ELECTION OF DIRECTOR: W. MATT RALLS	Management	

2	TO RATIFY THE APPOINTMENT OF THE FIRM PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR ITS 2014 FISCAL YEAR.	Management	
3	TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	
4	TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE COMPANY.	Management	
5	TO APPROVE THE CABOT OIL & GAS CORPORATION 2014 INCENTIVE PLAN.	Management	
6	TO CONSIDER A SHAREHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S POLITICAL CONTRIBUTIONS.	Shareholder	
CF INDUSTRIES HOLDINGS, INC.			

Security	125269100		Meeting Type
Ticker Symbol	CF		Meeting Date
ISIN	US1252691001		Agenda

Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: ROBERT C. ARZBAECHER	Management	
1B.	ELECTION OF DIRECTOR: WILLIAM DAVISSON	Management	
1C.	ELECTION OF DIRECTOR: STEPHEN J. HAGGE	Management	
1D.	ELECTION OF DIRECTOR: ROBERT G. KUHBACH	Management	
1E.	ELECTION OF DIRECTOR: EDWARD A. SCHMITT	Management	
2.	APPROVAL OF AN AMENDMENT TO CF INDUSTRIES HOLDINGS, INC.'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS FROM ARTICLE V (REMOVAL OF DIRECTORS).	Management	

3.	APPROVAL OF AN AMENDMENT TO CF INDUSTRIES HOLDINGS, INC.'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS FROM ARTICLE X (AMENDMENT OF BYLAWS).	Management	
4.	APPROVAL OF AN AMENDMENT TO CF INDUSTRIES HOLDINGS, INC.'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS FROM ARTICLE XI (CERTAIN AMENDMENTS TO CERTIFICATE OF INCORPORATION).	Management	
5.	APPROVAL OF AN AMENDMENT TO CF INDUSTRIES HOLDINGS, INC.'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GRANT HOLDERS OF NOT LESS THAN 25% OF OUR OUTSTANDING COMMON STOCK THE RIGHT TO CALL A SPECIAL MEETING OF	Management	

	STOCKHOLDERS.		
6.	APPROVAL OF AN ADVISORY RESOLUTION REGARDING THE COMPENSATION OF CF INDUSTRIES HOLDINGS, INC.'S NAMED EXECUTIVE OFFICERS.	Management	
7.	APPROVAL OF CF INDUSTRIES HOLDINGS, INC.'S 2014 EQUITY AND INCENTIVE PLAN.	Management	
8.	RATIFICATION OF THE SELECTION OF KPMG LLP AS CF INDUSTRIES HOLDINGS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Management	
CHEVRON CORPORATION			
Security	166764100		Meeting Type
Ticker Symbol	CVX		Meeting Date
ISIN	US1667641005		Agenda
Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: L.F. DEILY	Management	
1B.	ELECTION OF DIRECTOR: R.E. DENHAM	Management	
1C.	ELECTION OF DIRECTOR: A.P. GAST	Management	
1D.	ELECTION OF	Management	

	DIRECTOR: E. HERNANDEZ, JR.		
1E.	ELECTION OF DIRECTOR: J.M. HUNTSMAN, JR.	Management	
1F.	ELECTION OF DIRECTOR: G.L. KIRKLAND	Management	
1G.	ELECTION OF DIRECTOR: C.W. MOORMAN	Management	
1H.	ELECTION OF DIRECTOR: K.W. SHARER	Management	
1I.	ELECTION OF DIRECTOR: J.G. STUMPF	Management	
1J.	ELECTION OF DIRECTOR: R.D. SUGAR	Management	
1K.	ELECTION OF DIRECTOR: C. WARE	Management	
1L.	ELECTION OF DIRECTOR: J.S. WATSON	Management	
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	
4.	CHARITABLE CONTRIBUTIONS DISCLOSURE	Shareholder	
5.	LOBBYING DISCLOSURE	Shareholder	
6.	SHALE ENERGY OPERATIONS	Shareholder	
7.		Shareholder	

	INDEPENDENT CHAIRMAN		
8.	SPECIAL MEETINGS	Shareholder	
9.	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shareholder	
10.	COUNTRY SELECTION GUIDELINES	Shareholder	

CONOCOPHILLIPS			
Security	20825C104		Meeting Type
Ticker Symbol	COP		Meeting Date
ISIN	US20825C1045		Agenda

Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Management	
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Management	
1C.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Management	
1D.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management	
1E.	ELECTION OF DIRECTOR: JODY L. FREEMAN	Management	
1F.	ELECTION OF DIRECTOR: GAY HUEY EVANS	Management	
1G.	ELECTION OF DIRECTOR: RYAN M. LANCE	Management	

1H.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Management	
1I.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Management	
1J.	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Management	
2.	RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Management	
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Management	
4.	APPROVAL OF 2014 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF CONOCOPHILLIPS.	Management	
5.	REPORT ON LOBBYING EXPENDITURES.	Shareholder	
6.	GREENHOUSE GAS REDUCTION TARGETS.	Shareholder	
EASTMAN CHEMICAL COMPANY			
Security	277432100		Meeting Type
Ticker Symbol	EMN		Meeting Date
ISIN	US2774321002		Agenda

Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: HUMBERTO P. ALFONSO	Management	
1B.	ELECTION OF DIRECTOR: GARY E. ANDERSON	Management	
1C.	ELECTION OF DIRECTOR: BRETT D. BEGEMANN	Management	
1D.	ELECTION OF DIRECTOR: MICHAEL P. CONNORS	Management	
1E.	ELECTION OF DIRECTOR: MARK J. COSTA	Management	
1F.	ELECTION OF DIRECTOR: STEPHEN R. DEMERITT	Management	
1G.	ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ	Management	
1H.	ELECTION OF DIRECTOR: JULIE F. HOLDER	Management	
1I.	ELECTION OF DIRECTOR: RENEE J. HORNBAKER	Management	
1J.	ELECTION OF DIRECTOR: LEWIS M. KLING	Management	
1K.	ELECTION OF DIRECTOR: DAVID W. RAISBECK	Management	
1L.	ELECTION OF DIRECTOR: JAMES P. ROGERS	Management	

2.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION AS DISCLOSED IN PROXY STATEMENT	Management	
3.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS	Management	
ENERGEN CORPORATION			
Security	29265N108		Meeting Type
Ticker Symbol	EGN		Meeting Date
ISIN	US29265N1081		Agenda
Item	Proposal	Type	
1.	DIRECTOR	Management	
	1 KENNETH W. DEWEY		
	2 M. JAMES GORRIE		
	3 JAMES T. MCMANUS, II		
2.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	
3.	PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATING TO EXECUTIVE	Management	

	COMPENSATION		
4.	SHAREHOLDER PROPOSAL	Shareholder	
ENSCO PLC			
Security	G3157S106		Meeting Type
Ticker Symbol	ESV		Meeting Date
ISIN	GB00B4VLR192		Agenda
Item	Proposal	Type	
1A.	RE-ELECTION OF DIRECTOR: J. RODERICK CLARK	Management	
1B.	RE-ELECTION OF DIRECTOR: ROXANNE J. DECYK	Management	
1C.	RE-ELECTION OF DIRECTOR: MARY E. FRANCIS CBE	Management	
1D.	RE-ELECTION OF DIRECTOR: C. CHRISTOPHER GAUT	Management	
1E.	RE-ELECTION OF DIRECTOR: GERALD W. HADDOCK	Management	
1F.	RE-ELECTION OF DIRECTOR: FRANCIS S. KALMAN	Management	
1G.	RE-ELECTION OF DIRECTOR: DANIEL W. RABUN	Management	
1H.	RE-ELECTION OF DIRECTOR: KEITH O. RATTIE	Management	
1I.	RE-ELECTION OF DIRECTOR: PAUL E. ROWSEY, III	Management	

2.	TO AUTHORISE THE BOARD OF DIRECTORS TO ALLOT SHARES.	Management	
3.	TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF KPMG LLP AS OUR U.S. INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED 31 DECEMBER 2014.	Management	
4.	TO RE-APPOINT KPMG AUDIT PLC AS OUR U.K. STATUTORY AUDITORS UNDER THE U.K. COMPANIES ACT 2006 (TO HOLD OFFICE FROM THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS AT WHICH ACCOUNTS ARE LAID BEFORE THE COMPANY).	Management	
5.	TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE OUR U.K. STATUTORY AUDITORS' REMUNERATION.	Management	

6.	TO APPROVE THE DIRECTORS' REMUNERATION POLICY.	Management	
7.	A NON-BINDING ADVISORY VOTE TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2013.	Management	
8.	A NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	
9.	A NON-BINDING ADVISORY VOTE TO APPROVE THE REPORTS OF THE AUDITORS AND THE DIRECTORS AND THE U.K. STATUTORY ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2013 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO U.K. COMPANIES).	Management	
10.	TO APPROVE A CAPITAL REORGANISATION.	Management	
11.	TO APPROVE THE DISAPPLICATION OF PRE- EMPTION RIGHTS.	Management	
EOG RESOURCES, INC.			
Security	26875P101		Meeting Type
Ticker Symbol	EOG		Meeting Date

ISIN	US26875P1012		Agenda
Item	Proposal	Type	
1A.	ELECTION OF DIRECTOR: JANET F. CLARK	Management	
1B.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Management	
1C.	ELECTION OF DIRECTOR: JAMES C. DAY	Management	
1D.	ELECTION OF DIRECTOR: MARK G. PAPA	Management	
1E.	ELECTION OF DIRECTOR: H. LEIGHTON STEWARD	Management	
1F.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Management	
1G.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Management	
1H.	ELECTION OF DIRECTOR: FRANK G. WISNER	Management	
2.	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR	Management	

	THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014.		
3.	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	
4.	STOCKHOLDER PROPOSAL CONCERNING QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS, IF PROPERLY PRESENTED.	Shareholder	
5.	STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED.	Shareholder	

EQT CORPORATION			
Security	26884L109		Meeting Type
Ticker Symbol	EQT		Meeting Date
ISIN	US26884L1098		Agenda

Item	Proposal	Type	
1A	ELECTION OF DIRECTOR: MARGARET K. DORMAN	Management	

1B	ELECTION OF DIRECTOR: DAVID L. PORGES	Management	
1C	ELECTION OF DIRECTOR: JAMES E. ROHR	Management	
1D	ELECTION OF DIRECTOR: DAVID S. SHAPIRA	Management	
2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	
3	APPROVAL OF THE COMPANY'S 2014 LONG- TERM INCENTIVE PLAN	Management	
4	APPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 162(M)	Management	
5	RATIFICATION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT	Management	
EXXON MOBIL CORPORATION			
Security	30231G102		Meeting Type
Ticker Symbol	XOM		Meeting Date
ISIN	US30231G1022		Agenda
Item	Proposal	Type	

1.	DIRECTOR		Management	
	1	M.J. BOSKIN		We purchase new video game software from the leading manufacturers, includi Sony, Nintendo and Microsoft, as well as all other major third-party game publis such as Electronic Arts and Activision. We are one of the largest customers of vi game titles sold by these publishers. We generally carry over 600 SKUs of new v game software at any given time across a variety of genres, including Sports, Ac Strategy, Adventure/Role Playing and Simulation. Pre-owned and Value Video Game Products. We believe we are the largest retai pre-owned video games in the world. We provide our customers with an opportu to trade in their pre-owned video game products in our stores in exchange for sto credits which can be applied towards the purchase of other products, primarily ne merchandise. We have the largest selection (approximately 3,000 SKUs) of pre-owned and value video game titles which have an average price of $23 as compared to an average price of $45 for new video game titles and which genera significantly higher gross margins than new video game products. Our trade-in program provides our customers with a unique value proposition which is genera unavailable at mass merchants, toy stores and consumer electronics retailers. Fro time to time we have purchased value-priced, or closeout, video game products f publishers, distributors or other retailers and we can resell these products for gro margins that are more similar to pre-owned video game products than margins or new software. We refer to these as "value" products. These programs provide us an inventory of pre-owned and value video game products which we resell to our more value-oriented customers. In addition, our highly-customized inventory management system allows us to actively manage the pricing and product availal of our pre-owned and value video game products across our store base and to reallocate our inventory as necessary. Our trade-in program also allows us to be o of the only suppliers of previous generation platforms and related video games. W also operate refurbishment centers in the U.S., Canada, Australia and Europe, wh defective video game products can be tested, repaired, relabeled, repackaged and redistributed back to our stores. Video Game Accessories. Video game accessories consist primarily of controlle gaming headsets, memory cards and other add-ons for use with video game hard and software. Digital. The proliferation of online game play through Microsoft Xbox Live, the PlayStation Network and PC gaming websites has led to consumer demand for subscription, time and points cards (“digital currency”) as well as DLC, for exist console video games. We sell a wide variety of digital currency and we have developed technology to sell DLC and full-game downloads in our stores and on U.S. website. We believe we are the worldwide leading retailer of digital currenc sales and the sale of DLC for Xbox Live and the PlayStation Network. We believ that we are frequently the leading seller of DLC for most major game titles. Mobile and Consumer Electronics. Our mobile and consumer electronics busine consists of the sale of new smart phones, tablets, headphones and accessories and buying, selling and trading of select pre-owned smart phones, tablets and MP3 players in a majority of stores in our U.S. and international markets. Beginning in November 2013, this product category also includes the revenues generated in ou Spring Mobile managed AT&T and Cricket Wireless branded stores and Simply stores from the sales of wireless products and services and Apple and other consu electronics.

Other Products. We purchase PC entertainment software from many of the large
PC publishers, including Electronic Arts, Take Two and Activision. We offer PC
entertainment software across a variety of genres, including Sports, Action, Strat
Adventure/Role Playing and Simulation. We also carry strategy guides, magazin
and gaming-related toys, such as Amiibos from

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Nintendo, Skylanders from Activision and licensed merchandise and collectibles
primarily related to the video game, television and movie industries.

Store Operations

As of January 31, 2015, we operated 6,690 stores, primarily under the names GameStop, EB Games and Micromania. We design our stores to provide an electronic gaming atmosphere with an engaging and visually captivating layout. stores are typically equipped with several video game sampling areas, which pro our customers the opportunity to play games before purchase, as well as equipme play video game clips. We use store configuration, in-store signage and product demonstrations to produce marketing opportunities both for our vendors and for Our Video Game Brands stores average approximately 1,400 square feet and car balanced mix of new and pre-owned and value video game products and mobile products. Our Technology Brands stores vary in size, with an average size of approximately 1,800 square feet. Our Spring Mobile managed AT&T and Cricke Wireless branded stores carry wireless products and accessories, and our Simply stores carry Apple and other consumer electronics. Our stores are generally locat high-traffic "power strip centers," local neighborhood strip centers, high-traffic shopping malls and pedestrian areas, primarily in major metropolitan areas. Thes locations provide easy access and high frequency of visits and, in the case of stri centers and high-traffic pedestrian stores, high visibility. We target strip centers t are conveniently located, have a mass merchant or supermarket anchor tenant an have a high volume of customers.

Site Selection and Locations

Site Selection. Site selections for new stores are made after an extensive review demographic data, including data from our PowerUp Rewards loyalty program, a other information relating to market potential, competitor access and visibility, compatible nearby tenants, accessible parking, location visibility, lease terms and location of our other stores. Spring Mobile managed AT&T and Cricket Wireless branded stores are selected after approval from AT&T. Simply Mac stores are selected with input from Apple. Most of our stores are located in highly visible locations within malls and strip centers. In each of our geographic segments, we a dedicated staff of real estate personnel experienced in selecting store locations.

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Domestic Locations. The table below sets forth the number and locations of our domestic stores included in the U.S. Video Game Brands and Technology Brand segments as of January 31, 2015:

	Number of Stores U.S. Video Game Brands	Technology B
Alabama	67	1
Alaska	7	—
Arizona	78	25
Arkansas	32	1
California	422	73
Colorado	62	23
Connecticut	51	16
Delaware	15	11
District of Columbia	3	—
Florida	260	3
Georgia	130	38
Guam	2	—
Hawaii	21	—
Idaho	16	6
Illinois	168	17
Indiana	89	29
Iowa	32	7
Kansas	33	—
Kentucky	71	8
Louisiana	70	1
Maine	11	—
Maryland	95	2
Massachusetts	87	1
Michigan	108	1
Minnesota	50	12
Mississippi	45	—
Missouri	71	2
Montana	10	10
Nebraska	20	3
Nevada	40	4
New Hampshire	27	—
New Jersey	135	21
New Mexico	26	3
New York	241	31
North Carolina	134	1
North Dakota	9	1
Ohio	177	7
Oklahoma	47	—
Oregon	38	1
Pennsylvania	205	19
Puerto Rico	37	—
Rhode Island	13	—

South Carolina	72	4
South Dakota	10	2
Tennessee	96	5

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	Number of Stores U.S. Video Game Brands	Technology B
Texas	366	29
Utah	28	34
Vermont	5	—
Virginia	131	8
Washington	78	7
West Virginia	29	—
Wisconsin	60	8
Wyoming	8	9
Total Domestic Stores	4,138	484

International Locations. The table below sets forth the number and locations of o
international stores included in the Video Game Brands segments in Canada, Eur
and Australia as of January 31, 2015:

	Number of Stores
Canada	331
Total Stores - Canada Video Game Brands	331
Australia	381
New Zealand	40
Total Stores - Australia Video Game Brands	421
Austria	30
Denmark	37
Finland	18
France	434
Germany	209
Ireland	50
Italy	419
Norway	39
Sweden	61
Switzerland	19
Total Stores - Europe Video Game Brands	1,316
Total International Stores	2,068
Total Stores	6,690

Game Informer

We publish Game Informer, the world's largest print and digital video game publication and website featuring reviews of new title releases, game tips and ne regarding current developments in the electronic game industry. Print and digital versions of the monthly magazine are sold through subscriptions, digitally and through displays in our stores throughout most of the world. Game Informer magazine is the fourth largest consumer publication in the U.S. and for its Decen 2014 issue, the magazine had approximately 7 million paid subscribers, includin over 2.7 million paid digital magazine subscribers. The digital version of the magazine is the largest subscription digital magazine in the world. Game Inform a part of the PowerUp Rewards Pro loyalty program as a key feature of each paid PowerUp Rewards membership. We also operate the website www.gameinformer.com, which is the premier destination for moment-by-mome news, features and reviews related to video gaming. In 2014, the website average over 2.9 million monthly unique visitors. Game Informer revenues are also gener through the sale of advertising space in Game Informer magazine and on www.gameinformer.com. Operating results from the English version of Game Informer are included in the United States segment as this represents where the majority of subscriptions and sales are generated. Other international version res from Game Informer operations are included in the segment in which the sales ar generated.

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Multichannel

We operate several electronic commerce websites in various countries, including www.gamestop.com, www.ebgames.com.au, www.ebgames.co.nz, www.gamestop.ca, www.gamestop.it, www.gamestop.ie, www.gamestop.de, www.gamestop.co.uk and www.micromania.fr, that allow our customers to buy game products and other merchandise online and, in some cases, allow customer reserve merchandise online and then pick it up in stores, or order products that m not be in-stock in stores and have it shipped to their homes. The sites also offer customers information and content about available games, release dates for upco games, and access to store information, such as location and product availability. Additionally, we offer over 1,500 titles of digitally downloadable PC video game www.gamestop.com. E-commerce results are included in the geographic segmen where the sales originate. Additionally, with the launch of our new GameStop m app in 2014, smart phone users can browse our extensive product selection and experience an enhanced PowerUp Rewards dashboard. We estimate that the GameStop mobile app has been installed over 5 million times.

Additionally, in 2014, we launched the GameStop Technology Institute to partne with leading technology corporations and academic institutions to enhance consu interaction technologies and develop business solutions that help to drive traffic of our retail channels.

Kongregate

We operate Kongregate, which is a leading web and mobile gaming platform. Ov 25,000 developers have uploaded more than 90,000 games to www.kongregate.c that have seen over 3.3 billion gameplays since its launch. The majority of Kongregate’s revenues come from its mobile apps and in-game transactions utili proprietary virtual currency called Kreds. Kongregate’s mobile publishing divisi several titles available in both the Apple and Google app stores.

Advertising

Our stores are primarily located in high traffic, high visibility areas of regional shopping malls, strip centers and pedestrian shopping areas. Given the high foot traffic drawn past the stores themselves, we use in-store marketing efforts such a window displays and “coming soon” signs to attract customers, as well as to pro our products. Inside our stores, we feature selected products through the use of vendor displays, “coming soon” or preview videos, signs, catalogs, point-of-purc materials and end-cap displays. These advertising efforts are designed to increas initial sales of new titles upon their release.

On a global basis, we receive cooperative advertising and market development fu from most of our manufacturers, distributors, software publishers and accessory suppliers to promote their respective products. Generally, vendors agree to purch advertising space in one of our advertising vehicles. Once we run the advertising vendor pays us an agreed amount.

We have loyalty programs in all of the markets in which we operate. Our variou loyalty programs total over 41 million members worldwide. These programs are designed to incent our customers to shop more often at our stores and to allow u market directly to our customers based on their individual tastes and preferences loyalty programs provide members with the opportunity to earn unique video ga related rewards not available through any other retailer. Vendors also participate these programs to increase the sales of their individual products. Our PowerUp

Rewards program in the United States gives our customers the ability to sign up free or paid membership that offers points earned on purchases in our stores, on U.S. website and on our Kongregate website, which can be redeemed for discou merchandise. The program's paid tier also includes a subscription to Game Infor magazine, additional discounts on selected merchandise and additional credit on trade-ins in our stores.

In the last several years, as part of our brand-building efforts and targeted growth strategies, we expanded our advertising and promotional activities in certain targ markets at certain key times of the year. In addition, we expanded our use of television and radio advertising in certain markets to promote brand awareness a store openings. We expect our investment in advertising through our loyalty programs to increase as we continue to expand our membership base and build o brand.

Information Management and Distribution

Our operating strategy involves providing a broad merchandise selection to our customers as quickly and as cost-effectively as possible. We use our inventory management systems to maximize the efficiency of the flow of products to our s enhance store efficiency and optimize store in-stock and overall investment in inventory.

Distribution. We operate distribution facilities in various locations throughout th world, with each location strategically located to support the operations in a parti country or region. In order to enhance our first-to-market distribution network, w also utilize the services of several off-site, third-party operated distribution cente that pick up products from our suppliers, repackage the products for each of our stores and ship those products to our stores by package carriers. Our ability to ra process incoming shipments of new release titles at our facilities and third-party facilities and deliver those shipments to all of our stores, either that day or by the morning, enables us to meet peak demand and replenish stores. Inventory is ship to each

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store at least twice a week, or daily, if necessary, in order to keep stores in suppl
products. Our distribution facilities also typically support refurbishment of pre-o
products to be redistributed to our stores.

We distribute video game products to our U.S. stores through a 353,000 square f
distribution center in Grapevine, Texas and a 260,000 square foot distribution ce
in Louisville, Kentucky. We currently use the center in Louisville, Kentucky to
support our first-to-market distribution efforts, while our Grapevine, Texas facili
supports efforts to replenish stores. The state-of-the-art facilities in both
U.S. locations are designed to effectively control and minimize inventory levels.
Technologically-advanced conveyor systems and flow-through racks control cos
and improve speed of fulfillment in both facilities. The technology used in the
distribution centers allows for high-volume receiving, distributions to stores and
returns to vendors.

We distribute merchandise to our Canadian segment from two distribution center
Brampton, Ontario. We have a distribution center near Brisbane, Australia which
supports our Australian operations and a small distribution facility in New Zeala
which supports the stores in New Zealand. European segment operations are
supported by five regionally-located distribution centers in Milan, Italy; Memmi
Germany; Arlov, Sweden; Dublin, Ireland; and Paris, France. We continue to inv
in state-of-the-art facilities in our distribution centers as the distribution volume,
number of stores supported and returns on such investments permit.

Digital Distribution. We have developed proprietary technology to work in
conjunction with developers, as well as Microsoft and Sony, to enable us to sell
and full-game downloads in our stores and on our e-commerce sites. The DLC
typically available today consists of add-on content developed by publishers for
existing games.

Management Information Systems. Our proprietary inventory management syst
and point-of-sale technology show daily sales and in-store stock by title by store
systems use this data to automatically generate replenishment shipments to each
from our distribution centers, enabling each store to carry a merchandise assortm
uniquely tailored to its own sales mix and rate of sale. Our call lists and reservati
system also provide our buying staff with information to determine order size an
inventory management for store-by-store inventory allocation. We constantly rev
and edit our merchandise categories with the objective of ensuring that inventory
up-to-date and meets customer needs.

To support most of our operations, we use a large-scale, Intel-based computing
environment with a state-of-the-art storage area network and a wired and wireles
corporate network installed at our U.S. and regional international headquarters, a
secure, virtual private network to access and provide services to computing asset
located in our stores, distribution centers and satellite offices and to our mobile
workforce. This strategy has proven to minimize initial outlay of capital while
allowing for flexibility and growth as operations expand. Computing assets and o
mobile workforce around the globe access this environment via a secure, virtual
private network. Regional communication links exist to each of our distribution
centers and offices in international locations with connectivity to our U.S. data c
as required by our international, distributed applications.

Our in-store point-of-sale system enables us to efficiently manage in-store
transactions. This proprietary point-of-sale system has been enhanced to facilitat

trade-in transactions, including automatic look-up of trade-in prices and printing machine-readable bar codes to facilitate in-store restocking of pre-owned video games. In addition, our central database of all pre-owned and value video game products allows us to actively manage the pricing and product availability of our pre-owned video game products across our store base and reallocate our pre-own and value video game products as necessary.

Field Management and Staff

Each of our Video Game Brands stores employs, on average, one manager, one assistant manager and between two and ten sales associates, many of whom are part-time employees. Each store manager is responsible for managing their perso and the economic performance of their store. We have cultivated a work environ that attracts employees who are actively interested in electronic games. We seek hire and retain employees who know and enjoy working with our products so tha they are better able to assist customers. To encourage them to sell the full range our products and to maximize our profitability, we provide our employees with targeted incentive programs to drive overall sales and sales of higher margin products. In certain locations, we also provide certain employees with the opport to take home and try new video games, which enables them to better discuss thos games with our customers. In addition, employees are casually dressed to encour customer access and increase the "game-oriented" focus of the stores.

Our stores communicate with our corporate offices daily via e-mail. This e-mail allows for better tracking of trends in upcoming titles, competitor strategies and in-stock inventory positions. In addition, this electronic communication allows ti selection in each store to be continuously updated and tailored to reflect the taste buying patterns of the store's local market. These communications also give fiel management access to relevant inventory levels and loss prevention information the opportunity to communicate directly with our executives. We have invested i significant management training programs for our store managers and our distric managers to enhance their business management skills. We also sponsor annual s managers' conferences at which we operate intense educational training program provide our employees with information about the video game products that will released by publishers in the holiday season. All video game software publishers invited to attend the conferences.

Our U.S. Video Game Brands store operations are managed by four market vice presidents of stores and 30 regional store operations directors. The regions are fu divided into districts, each with a district manager covering an average of 14 stor

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In total, there are approximately 300 districts. Our international operations are managed by a senior executive. The stores in Europe are managed by a senior vi president and three vice presidents, who each manage a region or country in the European segment. We also employ a vice president in Europe who assists the regions in leveraging the purchasing and merchandising of our products. Our sto Australia and Canada are each managed by a vice president.

We operate the Technology Brands stores with a field management and store management structure similar to that of our Video Game Brands stores. Our Spri Mobile AT&T branded stores are managed by a senior vice president of stores w manages three vice presidents. These vice presidents manage nine regional direc each of whom manages between four and eight district managers. These district managers manage between five and 13 stores. Our Spring Mobile managed Cricl Wireless branded stores are managed by a vice president who oversees three regi managers, each of whom manages a geographic market containing between 14 a stores. Simply Mac stores operate with a vice president of stores overseeing eigh district managers, each of whom supervises between six and 12 store managers.

Customer Service

Our store personnel provide value-added services to each customer, such as maintaining lists of regular customers and reserving new releases for customers a down payment to ensure product availability. In addition, our store personnel readily provide product reviews and ratings to ensure customers are making info purchasing decisions and inform customers of available resources, including Ga Informer and our e-commerce sites, to increase a customer's enjoyment of the pr upon purchase.

Vendors

We purchase substantially all of our new products worldwide from over 80 manufacturers, software publishers and several distributors. Purchases from the t ten vendors accounted for approximately 85% of our new product purchases in f 2014. Sony, Microsoft, Nintendo and Activision accounted for 24%, 17%, 11% a 10%, respectively, of our new product purchases during fiscal 2014. We have established price protections and return privileges with our primary vendors in o to reduce our risk of inventory obsolescence. In addition, we have few purchase contracts with trade vendors and generally conduct business on an order-by-orde basis, a practice that is typical throughout the industry. We believe that maintai and strengthening our long-term relationships with our vendors is essential to ou operations and continued expansion. We believe that we have very good relation with our vendors.

Competition

The electronic game industry is intensely competitive and subject to rapid chang consumer preferences and frequent new product introductions. We compete with mass merchants and regional chains; computer product and consumer electronics stores; other video game and PC software specialty stores; toy retail chains; dire sales by software publishers; and online retailers and game rental companies. Vi game products are also distributed through other methods such as digital deliver also compete with sellers of pre-owned and value video game products. Additio we compete with other forms of entertainment activities, including casual and m games, movies, television, theater, sporting events and family entertainment cent In the U.S., we compete with Wal-Mart Stores, Inc. ("Wal-Mart"); Target Corpo

(“Target”); Amazon.com, Inc. (“Amazon.com”); and Best Buy Co., Inc. (“Best B
among others. Throughout Europe we compete with major consumer electronics
retailers such as Media Markt, Saturn and FNAC, major hypermarket chains like
Carrefour and Auchan, and online retailer Amazon.com. Competitors in Canada
include Wal-Mart, Best Buy and its subsidiary Future Shop. In Australia, compet
include K-Mart, Target and JB HiFi stores.

Our Spring Mobile AT&T branded stores compete with AT&T corporate-owned
stores, other AT&T authorized resellers, mass market retailers such as Wal-Mart
Best Buy and Target, among others, as well as other pre-paid and post-paid wirel
carriers and their distribution channels, including Verizon, Sprint and T-Mobile.
Simply Mac stores compete with Apple, including online and corporate owned A
stores, mass-market retailers as noted above, and other authorized Apple reseller

Our Spring Mobile managed Cricket Wireless branded stores compete with the pre-paid and post-paid wireless service offerings of AT&T, Verizon, T-Mobile, Sprint and other prepaid brands including Boost, GoPhone and MetroPCS.

Seasonality

Our business, like that of many retailers, is seasonal, with the major portion of ou
sales and operating profit realized during the fourth fiscal quarter, which include
holiday selling season. During fiscal 2014, we generated approximately 37% of o
sales during the fourth quarter. During fiscal 2013, we generated approximately 4
of our sales during the fourth quarter.

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Trademarks

We have a number of trademarks and servicemarks, including "GameStop," "Ga
Informer," "EB Games," "Electronics Boutique," "Spring Mobile," "Simply Ma
"Power to the Players™" and "PowerUp Rewards," which have been registered b
with the United States Patent and Trademark Office. For many of our trademarks
servicemarks, including "Micromania," we also have registered or have registrat
pending with the trademark authorities throughout the world. We maintain a poli
pursuing registration of our principal marks and opposing any infringement of ou
marks.

Employees

We have approximately 18,000 full-time salaried and hourly employees and betw
29,000 and 55,000 part-time hourly employees worldwide, depending on the tim
year. Fluctuation in the number of part-time hourly employees is due to the
seasonality of our business. We believe that our relationship with our employees
excellent. Some of our international employees are covered by collective bargain
agreements, while none of our U.S. employees are represented by a labor union o
members of a collective bargaining unit.

Available Information

We make available on our corporate website (www.gamestopcorp.com), under
"Investor Relations — SEC Filings," free of charge, our annual reports on Form
quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments t
those reports as soon as reasonably practicable after we electronically file or furn
such material to the Securities and Exchange Commission ("SEC"). You may rea
copy this information or obtain copies of this information by mail from the Publi
Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at
prescribed rates. Further information on the operation of the SEC's Public Refere
Room in Washington, D.C. can be obtained by calling the SEC at 1-800-SEC-03
The SEC also maintains a website that contains reports, proxy statements and oth
information about issuers, like GameStop, who file electronically with the SEC.
address of that site is http://www.sec.gov. In addition to copies of our annual rep
on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and
amendments to those reports, our Code of Standards, Ethics and Conduct is avail
on our website under "Investor Relations — Corporate Governance" and is avail
our stockholders in print, free of charge, upon written request to the Investor
Relations Department at GameStop Corp., 625 Westport Parkway, Grapevine, Te
76051.

Item 1A. Risk Factors

An investment in our company involves a high degree of risk. You should carefu
consider the risks below, together with the other information contained in this rep
before you make an investment decision with respect to our company. The risks
described below are not the only ones facing us. Additional risks not presently kn
to us, or that we consider immaterial, may also impair our business operations. A
of the following risks could materially adversely affect our business, operating re
or financial condition, and could cause a decline in the trading price of our comm
stock and the value of your investment.

Risks Related to Our Business

If economic conditions do not improve, demand for the products we sell may dec

Sales of our products involve discretionary spending by consumers. Consumers a
typically more likely to make discretionary purchases, including purchasing vide
game products, when there are favorable economic conditions. In recent years, p
worldwide economic conditions have led consumers to delay or reduce discretion
spending, including purchases of the products we sell. If conditions do not contin
to improve, or deteriorate, these delays or reductions may continue, which could
negatively impact our business, results of operations and financial condition.

The electronic game industry is cyclical and affected by the introduction of
next-generation consoles, which could negatively impact the demand for existing
products or our pre-owned business.

The electronic game industry has been cyclical in nature in response to the
introduction and maturation of new technology. Following the introduction of ne
video game platforms, sales of these platforms and related software and accessor
generally increase due to initial demand, while sales of older platforms and relate
products generally decrease as customers migrate toward the new platforms. A n
console cycle began when Nintendo launched the Wii U in November 2012 and
and Microsoft launched their next generation of consoles, the PlayStation 4 and X
One, in November 2013. If the new video game platforms are not successful, our
sales of video game products could decline. The introduction of these next-gener
consoles could negatively impact the demand for existing products or our pre-ow
business, which could have a negative impact on our sales and earnings.

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The introduction of another new generation of consoles could negatively impact demand for existing products or our pre-owned business.
The introduction of another new generation of consoles, the features of such con or changes to the existing generations of consoles, including any future restrictio conditions that may adversely affect our pre-owned business or the ability to pla prior generation video games on such consoles, and the impact on demand for existing products could have a negative impact on our sales and earnings.
We depend upon the timely delivery of new and innovative products from our vendors.
We depend on major hardware manufacturers, primarily Microsoft, Sony and Nintendo, to deliver new and existing video game platforms and new innovation a timely basis and in anticipated quantities. In addition, we depend on software publishers to introduce new and updated software titles. We have experienced sa declines in the past due to a reduction in the number of new software titles availa for sale. Any material delay in the introduction or delivery, or limited allocations hardware platforms or software titles could result in reduced sales.
If we fail to keep pace with changing industry technology and consumer preferen we will be at a competitive disadvantage.
The interactive entertainment industry is characterized by swiftly changing technology, evolving industry standards, frequent new and enhanced product introductions, rapidly changing consumer preferences and product obsolescence. Video games are now played on a wide variety of products, including mobile ph tablets, social networking websites and other devices. In order to continue to co effectively in the electronic game industry, we need to respond quickly to technological changes and to understand their impact on our customers' preferen may take significant time and resources to respond to these technological change we fail to keep pace with these changes, our business may suffer.
Technological advances in the delivery and types of video games and PC entertainment software, as well as changes in consumer behavior related to these technologies, could lower our sales.
While it is currently possible to download video game content to the current generation video game systems, downloading is somewhat constrained by bandw capacity and video game file sizes. However, broadband speeds are increasing a downloading technology is becoming more prevalent and continues to evolve ra The new consoles from Sony and Microsoft have improved download technolog these consoles and other advances in technology continue to expand our custome ability to access and download the current format of video games and incrementa content for their games through these and other sources, our customers may no l choose to purchase video games in our stores or reduce their purchases in favor other forms of game delivery. As a result, our sales and earnings could decline.
We may not compete effectively as browser, mobile and social gaming becomes popular.
Gaming continues to evolve rapidly. The popularity of browser, mobile and soci gaming has increased greatly and this popularity is expected to continue to grow Browser, mobile and social gaming is accessed through hardware other than the consoles and traditional hand-held video game devices we currently sell. If we a unable to respond to this growth in popularity of browser, mobile and social gam and transition our business to take advantage of these new forms of gaming, our

financial position and results of operations could suffer. We have been and are currently pursuing various strategies to integrate these new forms of gaming into business model, but we can provide no assurances that these strategies will be successful or profitable.

Our ability to obtain favorable terms from our suppliers may impact our financia results.

Our financial results depend significantly upon the business terms we can obtain our suppliers, including competitive prices, unsold product return policies, advertising and market development allowances, freight charges and payment ter We purchase substantially all of our products directly from manufacturers, softw publishers and, in some cases, distributors. Our largest vendors worldwide are So Microsoft, Nintendo and Activision, which accounted for 24%, 17%, 11% and 1 respectively, of our new product purchases in fiscal 2014. If our suppliers do not provide us with favorable business terms, we may not be able to offer products to customers at competitive prices.

If our vendors fail to provide marketing and merchandising support at historical levels, our sales and earnings could be negatively impacted.

The manufacturers of video game hardware and software have typically provided retailers with significant marketing and merchandising support for their products Additionally, AT&T and Apple provide our Technology Brands stores with simi support. As part of this support, we receive cooperative advertising and market development payments from these vendors. These

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cooperative advertising and market development payments enable us to actively promote and merchandise the products we sell and drive sales at our stores and o websites. We cannot assure you that vendors will continue to provide this suppor historical levels. If they fail to do so, our sales and earnings could be negatively impacted.

The continued growth of our Technology Brands segment is dependent in large p on our relationship with AT&T and any material adverse change to this relations would affect our results.

We continue to grow our Technology Brands segment as a way to diversify our business in order to continue to grow and to help mitigate the financial impact fr the cyclical nature of the video game console business. Gross margins in our Technology Brands segment are higher than in our Video Game Brands segment as a result, a growing portion of our profits is due to the growth of our Technolog Brands segment. Our Technology Brands segment is primarily conducted throug Spring Mobile, an authorized AT&T reseller currently operating 361 AT&T bran stores selling post-paid wireless services and products, and 63 Cricket Wireless branded stores selling pre-paid wireless services and products. Therefore, we dep in large part on our relationship with AT&T for the continued growth of our Technology Brands segment. In particular, we depend on AT&T for constant innovation and the timely delivery of products and services to our stores. Any material adverse change in our relationship with AT&T, including the lack of innovation or failure to timely supply products or competitive service plans, or changes in the manner in which AT&T compensates its resellers, could materiall affect the continued growth of our Technology Brands segment and our financial condition and results of operations.

Our growing relationship with AT&T could have an adverse impact on our busin including as a result of restrictions on our ability to offer products and services in United States that compete with AT&T in wireless and wireline communications a variety of technology businesses.

We are a significant reseller of AT&T products and services through our Techno Brands segment. We also sell certain AT&T products and services through our V Game Brands stores. Our agreements with AT&T and its affiliates impose signif restrictions on our ability to offer products and services in the United States that compete with AT&T in wireless and wireline communications and a variety of technology businesses, including several that are adjacent to markets in which w participate or are considering entering, which could materially adversely impact component of our business.

We have made and may make investments and acquisitions which could negativ impact our business if we fail to successfully complete and integrate them, or if t fail to perform in accordance with our expectations.

To enhance our efforts to grow and compete, we have made and continue to mak investments and acquisitions. These activities include investments in and acquisi of digital, browser, social and mobile gaming and technology-based companies a delivery methods for video games continue to evolve, and investments in new re categories like wireless and consumer electronics. Our plans to pursue future transactions are subject to our ability to identify potential candidates and negotia favorable terms for these transactions. Accordingly, we cannot assure you that fu investments or acquisitions will be completed. In addition, to facilitate future transactions, we may take actions that could dilute the equity interests of our stockholders, increase our debt or cause us to assume contingent liabilities, all of which may have a detrimental effect on the price of our common stock. Also, companies that we have acquired, and that we may acquire in the future, could ha products that are in development, and there is no assurance that these products w successfully developed. Finally, if any acquisitions are not successfully integrate with our business, or fail to perform in accordance with our expectations, our ong operations could be adversely affected. Integration of digital, browser, social and mobile gaming and mobile phone and technology-based companies or other retai may be particularly challenging to us as these companies are outside of our histo operating expertise.

Pressure from our competitors may force us to reduce our prices or increase spen which could decrease our profitability.

The electronic game industry is intensely competitive and subject to rapid change consumer preferences and frequent new product introductions. We compete with mass merchants and regional chains, including Wal-Mart and Target; computer product and consumer electronics stores, including Best Buy; internet-based reta such as Amazon.com; other U.S. and international video game and PC software specialty stores located in malls and other locations, such as Carrefour and Medi Markt; toy retail chains; direct sales by software publishers; and online retailers a game rental companies. Some of our competitors have longer operating histories may have greater financial resources than we do or other advantages, including non-taxability of sold merchandise. In addition, video game products and conten increasingly being digitally distributed and new competitors built to take advanta of these new capabilities are entering the marketplace, and other methods may emerge in the future. We also compete with other sellers of pre-owned video gam products and other PC software distribution companies, including Steam. Certair our mass-merchants competitors are expanding in the market for pre-owned vide games through aggressive pricing which may negatively affect our margins, sale earnings for these products. Additionally, we compete with other forms of entertainment activities, including browser, social and mobile games, movies, television, theater, sporting events and family

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entertainment centers. Our Technology Brands stores compete with a wide variet
other wireless carriers and retailers and consumer electronics retailers, including
AT&T, which competes with our Spring Mobile managed AT&T and Cricket
Wireless branded stores. If we lose customers to our competitors, or if we reduce
prices or increase our spending to maintain our customers, we may be less profita
We depend upon our key personnel and they would be difficult to replace.
Our success depends upon our ability to attract, motivate and retain a highly trai
and engaged workforce, including key management for our stores and skilled
merchandising, marketing, financial and administrative personnel. The turnover
in the retail industry is relatively high, and there is an ongoing need to recruit an
train new store employees. Factors that affect our ability to maintain sufficient
numbers of qualified employees include employee morale, our reputation,
unemployment rates, competition from other employers and our ability to offer
appropriate compensation packages. Additionally, we depend upon the continued
services of our key executive officers, including our Executive Chairman, Chief
Executive Officer, Chief Operating Officer and Executive Vice Presidents. Our
inability to recruit a sufficient number of qualified individuals or our failure to re
key employees in the future may have a negative impact on our business.
International events could delay or prevent the delivery of products to our suppli
Our suppliers rely on foreign sources, primarily in Asia, to manufacture a portion
the products we purchase from them. As a result, any event causing a disruption
imports, including natural disasters or the imposition of import restrictions or tra
restrictions in the form of tariffs or quotas, could increase the cost and reduce the
supply of products available to us, which could lower our sales and profitability.
Our international operations expose us to numerous risks.
We have international retail operations in Australia, Canada and Europe. Becaus
release schedules for hardware and software introduction in these markets can
sometimes differ from release schedules in the United States, the timing of increa
and decreases in foreign sales may differ from the timing of increases and decrea
in domestic sales. We are also subject to a number of other factors that may affec
current or future international operations. These include:

- economic downturns, specifically in the regions in which we operate;
- currency exchange rate fluctuations;
- international incidents;
- natural disasters;
- government instability; and
- competitors entering our current and potential markets.

Our operations in Europe are also subject to risks associated with the current
economic conditions and uncertainties in the European Union ("EU"). European
global economic conditions have already been negatively impacted by the ability
certain EU member states to service their sovereign debt obligations. Additionall
there continues to be uncertainty over the possibility that other EU member state
may experience similar financial troubles, the ultimate outcome of the EU
governments' financial support programs, the possible breakup or restructuring o
EU and the possible elimination or restructuring of the EU monetary system. The
continued uncertainties could further disrupt European and global economic
conditions. Unfavorable economic conditions could negatively impact consumer
demand for our products. These factors could have an adverse effect on our busi

results of operations and financial condition.
We are also subject to risks that our operations outside the United States could be conducted by our employees, contractors, representatives or agents in ways that violate the Foreign Corrupt Practices Act or other similar anti-bribery laws. Whil have policies and procedures intended to ensure compliance with these laws, our employees, contractors, representatives and agents may take actions that violate policies. Moreover, it may be more difficult to oversee the conduct of any such persons who are not our employees, potentially exposing us to greater risk from actions. Any violations of those laws by any of those persons could have a negat impact on our business.
Unfavorable changes in our global tax rate could have a negative impact on our business, results of operations and cash flows.
As a result of our operations in many foreign countries, our global tax rate is der from a combination of applicable tax rates in the various jurisdictions in which w operate. Depending upon the sources of our income, any agreements we may hav with taxing authorities in various jurisdictions and the tax filing positions we tak various jurisdictions, our overall tax rate may

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be higher than other companies or higher than our tax rates have been in the past
base our estimate of an annual effective tax rate at any given point in time on a
calculated mix of the tax rates applicable to our business and to estimates of the
amount of income to be derived in any given jurisdiction. A change in the mix of
business from year to year and from country to country, changes in rules related
accounting for income taxes, changes in tax laws in any of the multiple jurisdicti
in which we operate or adverse outcomes from the tax audits that regularly are in
process in any jurisdiction in which we operate could result in an unfavorable ch
in our overall tax rate, which could have a material adverse effect on our busines
results of our operations.

If we are unable to renew or enter into new leases on favorable terms, our revenu
growth may decline.

All of our retail stores are located in leased premises. If the cost of leasing existi
stores increases, we cannot assure you that we will be able to maintain our existi
store locations as leases expire. In addition, we may not be able to enter into new
leases on favorable terms or at all, or we may not be able to locate suitable altern
sites or additional sites for new store expansion in a timely manner. Our revenue
earnings may decline if we fail to maintain existing store locations, enter into ne
leases, locate alternative sites or find additional sites for new store expansion.

Restrictions on our ability to take trade-ins of and sell pre-owned video game
products or pre-owned mobile devices could negatively affect our financial cond
and results of operations.

Our financial results depend on our ability to take trade-ins of, and sell, pre-own
video game products and pre-owned mobile devices within our stores. Actions b
manufacturers or publishers of video game products or mobile devices, wireless
carriers or governmental authorities to prohibit or limit our ability to take trade-i
sell pre-owned video game products or mobile devices, or to limit the ability of
consumers to play pre-owned video games or use pre-owned mobile devices, cou
have a negative impact on our sales and earnings.

Sales of video games containing graphic violence may decrease as a result of act
violent events or other reasons, and our financial results may be adversely affect
a result.

Many popular video games contain material with graphic violence. These games
receive an “M” or “T” rating from the Entertainment Software Ratings Board. A
violent events occur and are publicized, or for other reasons, public acceptance o
graphic violence in video games may decline. Consumer advocacy groups may
increase their efforts to oppose sales of graphically-violent video games and may
legislation prohibiting their sales. As a result, our sales of those games may decr
which could adversely affect our financial results.

An adverse trend in sales during the holiday selling season could impact our fina
results.

Our business, like that of many retailers, is seasonal, with the major portion of ou
sales and operating profit realized during the fourth fiscal quarter, which include
holiday selling season. During fiscal 2014, we generated approximately 37% of
sales during the fourth quarter. Any adverse trend in sales during the holiday sell
season could lower our results of operations for the fourth quarter and the entire
year.

Our results of operations may fluctuate from quarter to quarter.

Our results of operations may fluctuate from quarter to quarter depending upon several factors, some of which are beyond our control. These factors include, but not limited to:

- the timing and allocations of new product releases including new console launch
- the timing of new store openings or closings;
- shifts in the timing or content of certain promotions or service offerings;
- the effect of changes in tax rates in the jurisdictions in which we operate;
- acquisition costs and the integration of companies we acquire or invest in;
- the mix of earnings in the countries in which we operate;
- the costs associated with the exit of unprofitable markets or stores; and
- changes in foreign currency exchange rates.

These and other factors could affect our business, financial condition and results operations, and this makes the prediction of our financial results on a quarterly b difficult. Also, it is possible that our quarterly financial results may be below the expectations of public market analysts.

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Failure to effectively manage our new store openings could lower our sales and profitability.

Our growth strategy depends in part upon opening new stores and operating then profitably. We opened 49 Video Game Brands stores and opened or acquired 284 Technology Brands stores in fiscal 2014. We expect to open or acquire approxim 400-600 new stores in fiscal 2015, including 50 Video Game Brands stores and 350-550 Technology Brands stores. Our ability to open new stores and operate th profitably depends upon a number of factors, some of which may be beyond our control. These factors include:

- the ability to identify new store locations, negotiate suitable leases and build out stores in a timely and cost efficient manner;
- the ability to hire and train skilled associates;
- the ability to integrate new stores into our existing operations; and
- the ability to increase sales at new store locations.

If we fail to manage new store openings in a timely and cost efficient manner, ou growth or profits may decrease.

Failure to successfully execute our strategy to close stores and transfer customers sales to nearby stores could adversely impact our financial results.

Our strategy includes closing stores which are not meeting our performance stan or stores at the end of their lease terms and transferring sales to other nearby GameStop locations. We closed approximately 300 Video Game Brands stores worldwide in fiscal 2014 and plan to close approximately 200-300 Video Game Brands stores worldwide in fiscal 2015. We believe that we can ultimately increa profitability by successfully transferring customers and sales to other stores by marketing directly to the PowerUp Rewards members who have shopped in the s that we plan to close. If we are unsuccessful in marketing to customers of the sto that we plan to close or in transferring sales to nearby stores, our sales and profitability could be adversely affected.

We rely on centralized facilities for refurbishment of our pre-owned products. A disruption to these facilities could adversely affect our profitability.

We rely on centralized facilities for the refurbishment of all pre-owned products we sell. If any disruption occurred at these facilities, whether due to natural disas or severe weather, or events such as fire, accidents, power outages, systems failu or other unforeseen causes, sales of our pre-owned products could decrease. Sinc generally obtain higher margins on our pre-owned products, any adverse effect o their sales could adversely affect our profitability.

If our management information systems fail to perform or are inadequate, our ab to manage our business could be disrupted.

We rely on computerized inventory and management systems to coordinate and manage the activities in our distribution centers, as well as to communicate distribution information to the off-site, third-party operated distribution centers w which we work. The third-party distribution centers pick up products from our suppliers, repackage the products for each of our stores and ship those products t stores by package carriers. We use inventory replenishment systems to track sale inventory. Our ability to rapidly process incoming shipments of new release title deliver them to all of our stores, either that day or by the next morning, enables u meet peak demand and replenish stores at least twice a week, to keep our stores i stock at optimum levels and to move inventory efficiently. If our inventory or management information systems fail to adequately perform these functions, our business could be adversely affected. In addition, if operations in any of our distribution centers were to shut down or be disrupted for a prolonged period of t or if these centers were unable to accommodate the continued store growth in a particular region, our business could suffer.

Data breaches involving customer or employee data stored by us could adversely affect our reputation and revenues.

We store confidential information with respect to our customers and employees. compromise of our data security systems or those of businesses we interact with could result in information related to our customers or employees being obtained unauthorized persons. Any such breach of our systems could lead to fraudulent activity resulting in claims and lawsuits against us or other operational problems interruptions in connection with such breaches. Consequently, despite our efforts security measures have been breached in the past and may be breached in the fut due to cyber attack, team member error, malfeasance, fraudulent inducement or c acts; and unauthorized parties have in the past obtained, and may in the future ob access to our data or our customers' data. While costs associated with past securi breaches have not been significant, any breach or unauthorized access in the futu could result in significant legal and financial exposure and damage to our reputat that could potentially have an adverse effect on our business. While we also seek obtain assurances that others we interact with will protect confidential informatio there is a risk the confidentiality of data held or accessed by others may be compromised. If a compromise

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of our data security or function of our computer systems or website were to occu could have a material adverse effect on our operating results and financial condit and, possibly, subject us to additional legal, regulatory and operating costs and damage our reputation in the marketplace.

Also, the interpretation and enforcement of data protection laws in the United St Europe and elsewhere are uncertain and, in certain circumstances, contradictory. These laws may be interpreted and enforced in a manner that is inconsistent with policies and practices. If we are subject to data security breaches or government-imposed fines, we may have a loss in sales or be forced to pay dama or other amounts, which could adversely affect profitability, or be subject to substantial costs related to compliance.

Litigation and the outcomes of such litigation could negatively impact our future financial condition and results of operations.

In the ordinary course of our business, we are, from time to time, subject to vario litigation and legal proceedings. In the future, the costs or results of such legal proceedings, individually or in the aggregate, could have a negative impact on ou financial condition, results of operations and cash flows.

Legislative actions and changes in accounting rules may cause our general and administrative and compliance costs to increase and impact our future financial condition and results of operations.

In order to comply with laws adopted by the U.S. government or other U.S. or fo regulatory bodies, we may be required to increase our expenditures and hire additional personnel and additional outside legal, accounting and advisory servic all of which may cause our general and administrative and compliance costs to increase. Significant workforce-related legislative changes could increase our expenses and adversely affect our operations. Examples of possible workforce-re legislative changes include changes to an employer's obligation to recognize collective bargaining units, the process by which collective bargaining agreemen negotiated or imposed, minimum wage requirements, and health care mandates. addition, changes in the regulatory environment affecting Medicare reimburseme product safety, supply chain transparency, and increased compliance costs relate enforcement of federal and state wage and hour statutes and common law related overtime, among others, could cause our expenses to increase without an ability pass through any increased expenses through higher prices. Environmental legisl or other regulatory changes could impose unexpected costs or impact us more di than other companies due to our operations as a global retailer. Specifically, environmental legislation or international agreements affecting energy, carbon emissions, and water or product materials are continually being explored by governing bodies. Increasing energy and fuel costs, supply chain disruptions and other potential risks to our business, as well as any significant rule making or pas of any such legislation, could materially increase the cost to transport our goods materially adversely affect our results of operations. Additionally, regulatory and enforcement activity focused on the retail industry has increased in recent years, increasing the risk of fines and additional operational costs associated with compliance.

Our Board of Directors could change our dividend policy at any time.

We initiated our first cash dividend on our common stock during fiscal 2012. Notwithstanding the foregoing, there is no assurance that we will continue to pay cash dividends on our common stock in the future. Certain provisions in our cred facility and covenants under the indenture for our Senior Notes may restrict our ability to pay dividends in certain circumstances. In addition, subject to any finar covenants in current or future financing agreements that directly or indirectly res our ability to pay dividends, the payment of dividends is within the discretion of Board of Directors and will depend upon our future earnings and cash flow from operations, our capital requirements, our financial condition and any other factor the Board of Directors may consider. Unless we continue to pay cash dividends o our common stock in the future, the success of an investment in our common sto will depend entirely upon its future appreciation. Our common stock may not appreciate in value or even maintain the price at which it was purchased.

We may record future goodwill impairment charges or other asset impairment charges which could negatively impact our future results of operations and financ condition.

In recent periods we have recorded significant non-cash charges relating to the impairment of goodwill and other tangible and intangible assets that had a materi adverse effect on our consolidated statements of operations and consolidated bala sheets. Because we have grown in part through acquisitions, goodwill and other acquired intangible assets represent a substantial portion of our assets. We also h long-lived assets consisting of property and equipment and other identifiable intangible assets which we review both on an annual basis as well as when event circumstances indicate that the carrying amount of an asset may not be recoverab a determination is made that a significant impairment in value of goodwill, other intangible assets or long-lived assets has occurred, such determination could requ us to impair a substantial portion of our assets. Asset impairments could have a material adverse effect on our financial condition and results of operations.

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Risks Relating to Indebtedness

Because of our floating rate credit facility, we may be adversely affected by inter rate changes.

Our financial position may be affected by fluctuations in interest rates, as our ser credit facility is subject to floating interest rates.

Interest rates are highly sensitive to many factors, including governmental monet policies, domestic and international economic and political conditions and other factors beyond our control. If we were to borrow against our senior credit facility significant increase in interest rates could have an adverse effect on our financial position and results of operations.

The terms of our Senior Notes and senior credit facility may impose significant operating and financial restrictions on us.

The terms of our Senior Notes and senior credit facility may impose significant operating and financial restrictions on us in certain circumstances. These restricti among other things, limit our ability to:

- incur, assume or permit to exist additional indebtedness or guaranty obligations;
- incur liens or agree to negative pledges in other agreements;
- engage in sale and leaseback transactions;
- make loans and investments;
- declare dividends, make payments or redeem or repurchase capital stock;
- engage in mergers, acquisitions and other business combinations;
- prepay, redeem or purchase certain indebtedness;
- amend or otherwise alter the terms of our organizational documents and indebtedness;
- sell assets; and
- engage in transactions with affiliates.

We cannot assure you that these covenants will not adversely affect our ability to finance our future operations or capital needs or to pursue available business opportunities and may affect our ability to grow in accordance with our strategy. breach of the covenants or restrictions under the indenture for the Senior Notes, under our senior credit facility, could result in an event of default under the appli indebtedness. Such a default may allow the creditors to accelerate the repayment the related debt and may result in the acceleration of the repayment of any other to which a cross-acceleration or cross-default provision applied. In addition, an e of default under our senior credit facility would permit the lenders to terminate a commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under our senior credit facility, tho lenders could proceed against the collateral granted to them to secure that indebtedness. In the event that our lenders or noteholders accelerate the repayme our borrowings, we and our subsidiaries may not have sufficient assets to repay t indebtedness. See Note 10, "Debt," to our consolidated financial statements for a description of our Senior Notes and senior credit facility.

To service our indebtedness, we will require a significant amount of cash. We ma not be able to generate sufficient cash flow to meet our debt service obligations.

Our ability to generate sufficient cash flow from operations to make scheduled payments on our indebtedness, including without limitation any payments requir be made under our senior credit facility or to holders of our Senior Notes, and to our operations, will depend on our ability to generate cash in the future. This, to certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. If we do not generate sufficient cash flow from operations to satisfy our debt obligations, including int payments and the payment of principal at maturity, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, includi the Senior Notes, selling assets, reducing or delaying capital investments or seek to raise additional capital. We cannot provide assurance that any refinancing wou be possible, that any assets could be sold, or, if sold, of the timing of the sales an amount of proceeds realized from those sales, that additional financing could be obtained on acceptable terms, if at all, or if that additional financing would be permitted under the terms of our various debt instruments, then in effect. Our ser credit facility and the indenture governing the Senior Notes restrict our ability to dispose of assets and use the proceeds from those sales and raise debt or equity t meet any debt service obligations then due. Our ability to refinance would also depend upon the condition of the finance and credit markets. Our inability to gen sufficient cash flow to satisfy our debt obligations, including the Senior Notes, o refinance our obligations on commercially reasonable terms or on a timely basis, would have an adverse effect on our business, results of operations and financial condition.

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Despite current indebtedness levels, we and our subsidiaries may still be able to i
additional debt. This could further increase the risks associated with our leverage
We are able to incur additional indebtedness. Although our senior credit facility a
the indenture for our Senior Notes contain restrictions on the incurrence of additi
indebtedness, these restrictions are subject to a number of qualifications and
exceptions, and the additional indebtedness incurred in compliance with these
restrictions could be substantial. These restrictions also will not prevent us from
incurring obligations that do not constitute indebtedness. Such future indebtedne
obligations may have restrictions similar to, or more restrictive than, those incluc
in the indenture for our Senior Notes or our senior credit facility. The incurrence
additional indebtedness could impact our financial condition and results of
operations.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

All of our stores are leased. Store leases typically provide for an initial lease tern
three to five years, plus renewal options. This arrangement gives us the flexibility
pursue extension or relocation opportunities that arise from changing market
conditions. We believe that, as current leases expire, we will be able to obtain eit
renewals at present locations, leases for equivalent locations in the same area, or
able to close the stores with expiring leases and transfer enough of the sales to ot
nearby stores to improve, if not at least maintain, profitability. We expect to oper
acquire approximately 400-600 new stores in fiscal 2015, including 50 Video Ga
Brands stores and 350-550 Technology Brands stores. We also plan to close
approximately 200-300 Video Game Brands stores worldwide in fiscal 2015.
The terms of the store leases for the 6,690 leased stores open as of January 31, 20
expire as follows:

Lease Terms to Expire During (12 Months Ending on or About January 30)	Num of St
2016	1,984
2017	1,589
2018	1,199
2019	764
2020 and later	1,154
Total	6,690

As of January 31, 2015, we owned eight and leased 13 office and distribution
facilities, totaling approximately 1.8 million square feet. The lease expiration dat
for the leased facilities range from 2015 to 2024, with an average remaining leas
of approximately five years. Our principal facilities are as follows:

Location	Square Footage	Owned or Leased	Use
Grapevine, Texas, USA	519,000	Owned	Distribution and administration
Grapevine, Texas, USA	182,000	Owned	Manufacturing and distribution
Louisville, Kentucky, USA	260,000	Leased	Distribution

Brampton, Ontario, Canada	119,000	Owned	Distribution and administration
Eagle Farm, Queensland, Australia	185,000	Owned	Distribution and administration
Milan, Italy	123,000	Owned	Distribution and administration

Additional information regarding our properties can be found in “Item 1. Busine
Store Operations” and “Item 1. Business - Site Selection and Locations” elsewhe
this Form 10-K.

Item 3. Legal Proceedings

In the ordinary course of business, we are, from time to time, subject to various l
proceedings, including matters involving wage and hour employee class actions
consumer class actions. We may enter into discussions regarding settlement of th
and other types of lawsuits, and may enter into settlement agreements, if we beli
settlement is in the best interest of our stockholders. We do not believe that any s
existing legal proceedings or settlements, individually or in the aggregate, will ha
material adverse effect on our financial condition, results of operations or cash fl

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Item 4. Mine Safety Disclosures
Not applicable.

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PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters a
Issuer Purchases of Equity Securities

Price Range of Common Stock

Our Class A Common Stock is traded on the New York Stock Exchange (“NYSE
under the symbol “GME.”

The following table sets forth, for the periods indicated, the high and low sales p
of the Class A Common Stock on the NYSE Composite Tape:

	Fiscal 2014	
	High	Low
Fourth Quarter	$44.84	$31.69
Third Quarter	$45.45	$35.82
Second Quarter	$46.59	$35.10
First Quarter	$45.48	$33.10

	Fiscal 2013	
	High	Low
Fourth Quarter	$57.74	$34.70
Third Quarter	$56.08	$47.04
Second Quarter	$51.36	$30.94
First Quarter	$37.23	$23.36

Approximate Number of Holders of Common Equity

As of March 19, 2015, there were approximately 1,514 record holders of our Cla
Common Stock.

Dividends

During fiscal 2013, we paid quarterly dividends of $0.275 per share of Class A Common Stock during each of the four fiscal quarters. During fiscal 2014, we pa
quarterly dividends of $0.33 per share of Class A Common Stock during each of
four fiscal quarters.

On March 3, 2015, our Board of Directors authorized an increase in our annual c
dividend from $1.32 to $1.44 per share of Class A Common Stock. Our payment
dividends is and will continue to be restricted by or subject to, among other limitations, applicable provisions of federal and state laws, our earnings and vari
business considerations, including our financial condition, results of operations, c
flow, the level of our capital expenditures, our future business prospects, our stat
a holding company and such other matters that our Board of Directors deems relevant. In addition, the terms of the senior credit facility and of the indenture governing our Senior Notes restrict our ability to pay dividends under certain circumstances. See “Item 7. Management’s Discussion and Analysis of Financial
Condition and Results of Operations — Liquidity and Capital Resources” herein
further information regarding restrictions on our dividend payments.

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Issuer Purchases of Equity Securities

Our purchases of our equity securities during the fourth quarter of the fiscal year ended January 31, 2015 were as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approxima Dollar Value of Sh that May Yet Be Under the P or Programs ((In millions
November 2, 2014 through November 29, 2014	748,859	$ 41.44	748,859	$ 478.0
November 30, 2014 through January 3, 2015	480,406	$ 34.21	480,406	$ 461.5
January 4, 2015 through January 31, 2015	400,476	$ 35.41	400,476	$ 447.3
Total	1,629,741	$ 37.83	1,629,741	

(1) In November 2014, the Board of Directors authorized $500.0 million to be use share repurchases, replacing the previous November 2013 authorization. The November 2014 authorization has no expiration date.

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GameStop Stock Comparative Performance Graph

The following graph compares the cumulative total stockholder return on our Cla
Common Stock for the period commencing January 29, 2010 through January 30
2015 (the last trading date of fiscal 2014) with the cumulative total return on the
Standard & Poor's 500 Stock Index (the "S&P 500") and the Dow Jones Retailer
Specialty Industry Group Index (the "Dow Jones Specialty Retailers Index") ove
same period. Total return values were calculated based on cumulative total retur
assuming (i) the investment of $100 in our Class A Common Stock, the S&P 500
the Dow Jones Specialty Retailers Index on January 29, 2010 and (ii) reinvestme
dividends.

The following stock performance graph and related information shall not be dee
"soliciting material" or "filed" with the SEC, nor should such information be inc
by reference into any future filings under the Securities Act or the Exchange Act
except to the extent that we specifically incorporate it by reference in such filing

	1/29/2010	1/28/2011	1/27/2012	2/1/2013	1/31/2014	1/3
GME	$100.00	$106.12	$123.01	$129.60	$189.86	$19
S&P 500 Index	100.00	118.85	122.58	140.91	166.00	18
Dow Jones Specialty Retailers Index	100.00	132.87	145.22	154.29	197.19	24

Securities Authorized for Issuance under Equity Compensation Plans

For information regarding securities authorized for issuance under equity
compensation plans, refer to "Part III —Item 12. Security Ownership of Certain
Beneficial Owners and Management and Related Stockholder Matters."

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Item 6. Selected Financial Data

The following table sets forth our selected consolidated financial and operating d
for the periods ended and as of the dates indicated. Our fiscal year is composed o
or 53 weeks ending on the Saturday closest to January 31. The fiscal year ended
February 2, 2013 consisted of 53 weeks. The fiscal years ended January 31, 2015
February 1, 2014, January 28, 2012 and January 29, 2011 consisted of 52 weeks.
"Statement of Operations Data" for the fiscal years ended January 31, 2015, Febr
2014 and February 2, 2013 and the "Balance Sheet Data" as of January 31, 2015
February 1, 2014 are derived from our audited consolidated financial statements
which are included elsewhere in this Form 10-K. The "Statement of Operations D
for fiscal years ended January 28, 2012 and January 29, 2011 and the "Balance S
Data" as of February 2, 2013, January 28, 2012 and January 29, 2011 are derived
our audited consolidated financial statements which are not included elsewhere i
Form 10-K.

The selected financial data set forth below should be read in conjunction with "It
Management's Discussion and Analysis of Financial Condition and Results of
Operations" and the consolidated financial statements and notes thereto included
this Form 10-K.

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	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012	52 We Ended Januar 2011
	(In millions, except per share data and statistical data)				
Statement of Operations Data:					
Net sales	$9,296.0	$9,039.5	$8,886.7	$9,550.5	$9,473
Cost of sales	6,520.1	6,378.4	6,235.2	6,871.0	6,936.
Gross profit	2,775.9	2,661.1	2,651.5	2,679.5	2,537.
Selling, general and administrative expenses	2,001.0	1,892.4	1,835.9	1,842.1	1,698.
Depreciation and amortization	154.4	166.5	176.5	186.3	174.7
Goodwill impairments[1]	—	10.2	627.0	—	—
Asset impairments and restructuring charges[2]	2.2	18.5	53.7	81.2	1.5
Operating earnings (loss)	618.3	573.5	(41.6)	569.9	662.6
Interest expense	10.0	4.7	3.3	19.8	35.2
Debt extinguishment expense	—	—	—	1.0	6.0
Earnings (loss) before income tax expense	608.3	568.8	(44.9)	549.1	621.4
Income tax expense	215.2	214.6	224.9	210.6	214.6
Net income (loss)	393.1	354.2	(269.8)	338.5	406.8
Net loss attributable to noncontrolling interests	—	—	0.1	1.4	1.2
Net income (loss) attributable to GameStop Corp.	$393.1	$354.2	$(269.7)	$339.9	$408.
Basic net income (loss) per common share	$3.50	$3.02	$(2.13)	$2.43	$2.69
Diluted net income (loss) per common share	$3.47	$2.99	$(2.13)	$2.41	$2.65
Dividends per common share	$1.32	$1.10	$0.80	$—	$—
Weighted-average common shares outstanding —basic	112.2	117.2	126.4	139.9	151.6
Weighted-average	113.2	118.4	126.4	141.0	154.0

common shares outstanding —diluted					
Store Operating Data:					
Number of stores by segment					
United States	4,138	4,249	4,425	4,503	4,536
Canada	331	335	336	346	345
Australia	421	418	416	411	405
Europe	1,316	1,455	1,425	1,423	1,384
Technology Brands	484	218	—	—	—
Total	6,690	6,675	6,602	6,683	6,670
Comparable store sales increase (decrease)[(3)]	3.4 %	3.8 %	(8.0)%	(2.1)%	1.1
Inventory turnover	5.7	5.3	5.0	5.1	5.1
Balance Sheet Data:					
Working capital	$415.9	$223.6	$295.6	$363.4	$407.0
Total assets	4,246.3	4,091.4	3,872.2	4,608.2	4,807.
Total debt, net[(4)]	355.7	4.0	—	—	249.0
Total liabilities	2,178.6	1,840.0	1,585.9	1,568.0	1,911.
Total equity	2,067.7	2,251.4	2,286.3	3,040.2	2,895.

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(1) Results for fiscal 2013 include a goodwill impairment charge of $10.2 millior related to our decision to abandon our investment in Spawn Labs. Results for fiscal 2012 include charges related to goodwill impairments of $627.0 millior resulting from our interim goodwill impairment tests performed during the th quarter of fiscal 2012. See Note 9, "Goodwill and Intangible Assets," to our consolidated financial statements for further information regarding our goodv impairment charges.

(2) Results for fiscal 2014 include impairment charges of $2.2 million, comprisec $1.9 million of property and equipment impairments and $0.3 million of intangible asset impairments. Results for fiscal 2013 include impairments of $ million, of which $7.4 million and $2.1 million were related to certain techno assets and other intangible assets, respectively, as a result of our decision to abandon our investment in Spawn Labs and the remaining $9.0 million was related to property and equipment impairments resulting from our evaluation store property, equipment and other assets. Results for fiscal 2012 include cha related to asset impairments of $53.7 million, of which $44.9 million relates t impairment of the Micromania trade name and $8.8 million relates to other impairment charges from the evaluations of store property, equipment and otl assets. Results for fiscal 2011 include charges related to asset impairments an restructuring charges of $81.2 million, of which $37.8 million relates to the impairment of the Micromania trade name, $22.7 million relates to the impair of investments in non-core businesses and $20.7 million relates to other impairments, termination benefits and facility closure costs. Results for fiscal 2010 include impairment charges resulting from our evaluation of store prope equipment and other assets.

(3) Comparable store sales is a measure commonly used in the retail industry and indicates store performance by measuring the growth in sales for certain store a particular period over the corresponding period in the prior year. Our comparable store sales are comprised of sales from our Video Game Brands s operating for at least 12 full months as well as sales related to our websites ar sales we earn from sales of pre-owned merchandise to wholesalers or dealers. Comparable store sales for our international operating segments exclude the e of changes in foreign currency exchange rates. The calculation of comparable store sales for the 52 weeks ended January 31, 2015 compares the 52 weeks f the period ended January 31, 2015 to the most closely comparable weeks for t prior year period. The method of calculating comparable store sales varies acı the retail industry. As a result, our method of calculating comparable store sal may not be the same as other retailers' methods. Our Technology Brands stor excluded from the calculation of comparable store sales. We do not consider comparable store sales to be a meaningful metric in evaluating the performanc our Technology Brands stores due to the frequently changing nature of revenu streams and commission structures associated with this segment of our busine We believe our calculation of comparable store sales best represents our strat as a multi-channel retailer who provides its consumers several ways to access products.

(4) On September 24, 2014, we issued $350.0 million aggregate principal amoun unsecured 5.50% senior notes due October 1, 2019 (the "Senior Notes"). The

Senior Notes bear interest at the rate of 5.50% per annum with interest payabl
semi-annually in arrears on April 1 and October 1 of each year beginning on A
1, 2015. The Senior Notes were sold in a private placement and will not be
registered under the U.S. Securities Act of 1933. The Senior Notes were offer
the U.S. to “qualified institutional buyers” pursuant to the exemption from
registration under Rule 144A of the Securities Act and in exempted offshore
transactions pursuant to Regulation S under the Securities Act. See Note 10,
"Debt," to our consolidated financial statements for additional information
regarding the Senior Notes.

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Item 7. Management's Discussion and Analysis of Financial Condition and Res Operations

The following discussion should be read in conjunction with the information contained in our consolidated financial statements, including the notes thereto. Statements regarding future economic performance, management's plans and objectives, and any statements concerning assumptions related to the foregoing contained in Management's Discussion and Analysis of Financial Condition and Results of Operations constitute forward-looking statements. Certain factors, wh may cause actual results to vary materially from these forward-looking statement accompany such statements or appear elsewhere in this Form 10-K, including th factors disclosed under "Part I — Item 1A. Risk Factors."

Overview

We are a global family of specialty retail brands that makes the most popular technologies affordable and simple. As the world's largest multichannel video ga retailer, we sell new and pre-owned video game hardware, physical and digital v game software, video game accessories, as well as new and pre-owned mobile an consumer electronics products and other merchandise primarily through our GameStop, EB Games and Micromania stores. As of January 31, 2015, we opera 6,690 stores, in the United States, Australia, Canada and Europe, which are prim located in major shopping malls and strip centers. We also operate electronic commerce websites www.gamestop.com, www.ebgames.com.au, www.ebgames.co.nz, www.gamestop.ca, www.gamestop.it, www.gamestop.ie, www.gamestop.de, www.gamestop.co.uk and www.micromania.fr. The network includes: www.kongregate.com , our leading web and mobile gaming platform; Game Informer magazine, the world's leading print and digital video g publication; and iOS and Android mobile applications. We also own and operate Spring Mobile, an authorized AT&T reseller operating AT&T branded wireless stores and pre-paid wireless stores under the name Cricket Wireless (an AT&T b in the United States, as well as a certified Apple reseller selling Apple consumer electronic products in the United States under the name Simply Mac. We operate business in four Video Game Brands segments: United States, Canada, Australia Europe; and a Technology Brands segment, which includes the operations of our Spring Mobile managed AT&T and Cricket Wireless branded stores and our Sim Mac business.

Our fiscal year is composed of the 52 or 53 weeks ending on the Saturday closes the last day of January. Fiscal 2014 consisted of the 52 weeks ended on January 2015 ("fiscal 2014"). Fiscal 2013 consisted of the 52 weeks ended on February 1 2014 ("fiscal 2013"). Fiscal 2012 consisted of the 53 weeks ended on February 2 2013 ("fiscal 2012").

Growth in the electronic game industry is generally driven by the introduction of technology. Gaming consoles are typically launched in cycles as technological developments provide significant improvements in graphics, audio quality, game play, internet connectivity and other entertainment capabilities beyond video gam The current generation of consoles (the Sony PlayStation 4, the Microsoft Xbox and the Nintendo Wii U) was introduced between November 2012 and Novembe

2013. With the introduction of the new consoles in the fourth quarter of fiscal 20
sales of new hardware have increased; however, sales of the Sony PlayStation 4
the Microsoft Xbox One have negatively impacted our gross margin percentage i
fiscal 2014.

We expect that future growth in the electronic game industry will also be driven
the sale of video games delivered in digital form and the expansion of other form
gaming. We currently sell various types of products that relate to the digital categ
including digitally downloadable content ("DLC"), full game downloads, Xbox L
PlayStation Plus and Nintendo network points cards, as well as prepaid digital an
online timecards. We have made significant investments in e-commerce and in-s
and website functionality to enable our customers to access digital content easily
facilitate the digital sales and delivery process. We plan to continue to invest in t
types of processes and channels to grow our digital sales base and enhance our market leadership position in the electronic game industry and in the digital aggregation and distribution category.

We continue to diversify our business by seeking out opportunities to extend our
competencies to other businesses and retail categories to continue to grow and to
mitigate the financial impact from the cyclical nature of the video game console
cycle. In fiscal 2013, we completed our acquisitions of Simply Mac, an authorize
Apple reseller currently operating in 60 stores, and Spring Mobile, an authorized
AT&T reseller currently operating in 361 AT&T branded stores and 63 Cricket Wireless branded stores. We intend to continue to expand the number of our
Technology Brands stores in the near future. We sell and accept trades of pre-ow
mobile devices in most of our stores. In addition, we intend to continue to invest
customer loyalty programs designed to attract and retain our customers.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements in conformity with accounting principles
generally accepted in the United States of America ("GAAP") requires us to mak
estimates and assumptions that affect the reported amounts of assets and liabilitie
the disclosure of contingent assets and liabilities at the date of the financial
statements and the reported amounts of revenues and expenses during the reporti
period. In preparing these financial statements, we have made our best estimates
judgments of

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certain amounts included in the financial statements, giving due consideration to materiality. Changes in the estimates and assumptions used by us could have a significant impact on our financial results, and actual results could differ from th estimates. Our senior management has discussed the development and selection these critical accounting policies, as well as the significant accounting policies disclosed in Note 1, "Nature of Operations and Summary of Significant Account Policies," to our consolidated financial statements, with the Audit Committee of Board of Directors. We believe the following accounting policies are the most cr to aid in fully understanding and evaluating our reporting of transactions and eve and the estimates these policies involve require our most difficult, subjective or complex judgments.

Estimate Description	Judgment and/or Uncertainty	Potential Impact if Resu Differ
Valuation of Merchandise Inventories		
Our merchandise inventories are carried at the lower of cost or market generally using the average cost method. Under the average cost method, as new product is received from vendors, its current cost is added to the existing cost of product on-hand and this amount is re-averaged over the cumulative units. Pre-owned video game products traded in by customers are recorded as inventory at the amount of the store credit given to the customer.	In valuing inventory, we are required to make assumptions regarding the necessity of reserves required to value potentially obsolete or over-valued items at the lower of cost or market. We consider quantities on hand, recent sales, potential price protections and returns to vendors, among other factors, when making these assumptions.	Our ability to gauge thes factors is dependent upo our ability to forecast customer demand and to provide a well-balanced merchandise assortment Any inability to forecast customer demand prope could lead to increased associated with write-do of inventory to reflect volumes or pricing of inventory which we beli represents the net realiz value. A 10% change in our obsolescence reserve percentage at January 3 2015 would have affecte net earnings by approximately $3.1 mill in fiscal 2014.
Cash Consideration Received from Vendors		
We participate in cooperative advertising programs and other vendor marketing programs in which our vendors provide us with cash consideration in exchange for marketing and advertising the vendors' products.	Our accounting for cooperative advertising arrangements and other vendor marketing programs results in a significant portion of the consideration received from our vendors reducing the product costs in inventory rather than as an offset to our marketing	Although we consider o advertising and marketi programs to be effective do not believe that we w be able to incur the sam level of advertising expenditures if the vend decreased or discontinu their allowances. Additionally, if actual re

The cooperative advertising programs and other vendor marketing programs generally cover a period from a few weeks up to a month and include items such as product in-store display promotions and placement, internet advertising, co-op print advertising and other programs. The allowance for each event is negotiated with the vendor and requires specific performance by us to be earned.	and advertising costs. The consideration serving as a reduction in inventory is recognized in cost of sales as inventory is sold. We estimate the amount of vendor allowances to be deferred as a reduction of inventory based on the nature of the consideration received and the merchandise inventory to which the consideration relates. We apply a sell-through rate to determine the timing in which the consideration should be recognized in cost of sales. Consideration received that relates to video game products that have not yet been released to the public is deferred.	are not consistent with o estimated deferrals and sell-through rates, we m be exposed to additional adjustments that could materially impact our gr profit rates and inventor balances. A 10% difference in our vendor allowances defer at January 31, 2015 wou have affected net earnin approximately $0.2 mill in fiscal 2014.

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Estimate Description	Judgment and/or Uncertainty	Potential Impact if Resu Differ
Customer Liabilities		
Our PowerUp Rewards loyalty program allows enrolled members to earn points on purchases in our stores and on some of our websites that can be redeemed for rewards that include discounts or merchandise. We estimate the net cost of the rewards that will be issued and redeemed and record this cost and the associated liability as points are earned by our loyalty program members. Additionally, we sell gift cards to our customers in our retail stores, through our website and through selected third parties. At the point of sale, a liability is established for the value of the gift card. We recognize revenue from gift cards when the card is redeemed by the customer or the likelihood of the gift card being redeemed by the customer is remote, which is a concept known in the retail industry as breakage. We determine our gift card breakage rate based on historical redemption patterns, which show that, after 60 months, we can determine the portion of the initial liability for which redemption is remote.	The two primary estimates utilized to record the balance sheet liability for loyalty points earned by members are the estimated redemption rate and the estimated weighted-average cost per point redeemed. We use historical redemption rates experienced under our loyalty program as a basis for estimating the ultimate redemption rate of points earned. A weighted-average cost per point redeemed is used to estimate future redemption costs. The weighted-average cost per point redeemed is based on our most recent actual costs incurred to fulfill points that have been redeemed by our loyalty program members and is adjusted as appropriate for recent changes in redemption costs, including the mix of rewards redeemed. Our estimate of the amount and timing of gift card redemptions is based primarily on historical transaction experience.	We continually evaluate methodology and assumptions based on developments in redemp patterns, cost per point redeemed and other fact Changes in the ultimate redemption rate and weighted-average cost p point redeemed have the effect of either increasin decreasing the liability through the current perio expense by an amount estimated to cover the co all points previously ear but not yet redeemed by loyalty program membe of the end of the reportin period. A 10% change in our customer loyalty progra redemption rate or weighted-average cost p point redeemed at Janua 31, 2015 would have affected net earnings by approximately $5.5 mill and $5.5 million, respectively, in fiscal 20 A 10% change in our gi card breakage rate at Jan 31, 2015 would have affected net earnings by approximately $11.1 mi in fiscal 2014.
Goodwill		
Our goodwill results from our acquisitions and	Considerable management judgment is necessary to	Variations in any of the assumptions used in val

represents the excess purchase price over the net identifiable assets acquired. We are required to evaluate our goodwill and other indefinite-lived intangible assets for impairment at least annually or whenever indicators of impairment are present. Our annual test is completed as of the beginning of the fourth fiscal quarter, and interim tests are conducted when circumstances indicate the carrying value of the goodwill or other intangible assets may not be recoverable.

As of January 31, 2015, our goodwill totaled $1,390.4 million. Refer to Note 9, "Goodwill and Intangible Assets," to the consolidated financial statements included in this Form 10-K for a full description of our goodwill.

initially value intangible assets upon acquisition and to evaluate those assets and goodwill for impairment going forward. We determine fair value using widely acceptable valuation techniques including discounted cash flows and market multiples analyses.

Assumptions used in our valuations, such as forecasted growth rates and our cost of capital, are consistent with our internal projections and operating plans.

our intangible assets and our impairment analysis result in different calculations of fair value that could result in a ma impairment charge.

Based on the results of o annual impairment test i fiscal 2014, the fair valu for our United States, Canada, Europe and Technology Brands repo units exceeded their respective carrying valu more than 30% and the f value of our Australia reporting unit exceeded carrying value by more t 15%. A reduction in the terminal growth rate assumption of 0.5% or a increase in the discount assumption of 1.0% util in the test for each respe reporting unit would not have resulted in an impairment.

We can provide no assur that we will not have impairment charges in fu periods as a result of cha in our operating results o our assumptions.

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Estimate Description	Judgment and/or Uncertainty	Potential Impact if R Differ
Indefinite-Lived Intangible Assets		
Indefinite-lived intangible assets were recorded as a result of acquisitions and consist of our dealer agreement assets and our Micromania trade name. As these intangible assets are expected to contribute to cash flows indefinitely, they are not subject to amortization. We assess our indefinite-lived intangible assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our test is completed as of the beginning of the fourth quarter each fiscal year. We value our dealer agreements using a discounted cash flow analysis known as the Greenfield Method, which assumes that a business, at its inception, owns only dealer agreements and must make capital expenditure, working capital and other investments to ramp up its operations to a level that is comparable to its current operations. We value our Micromania trade name using a relief-from-royalty approach, which assumes the value of the trade name is the discounted cash flows	In valuing our dealer agreement assets, considerable management judgment is necessary to estimate the cash flows required to build a comparable operation and the available future cash flows from these operations. Specifically, we are required to make certain assumptions about the cost of investment to build a comparable operation, projected net sales, cost of sales, operating expenses and income taxes, as well as the discount rate that is applied to the expected future cash flows to arrive at an estimated fair value. In valuing our Micromania trade name, we are required to make certain assumptions regarding future cash flow projections to ensure that such projections represent reasonable market participant assumptions, to which the royalty rate is applied. Additionally, management judgment is necessary in selecting an appropriate discount rate which is reflective of the inherent risk of holding a standalone intangible asset.	Changes in the assumptions utilized estimating the presen value of the cash flov attributable to trade n and dealer agreement could materially imp the fair value estimat A reduction in the terminal growth rate assumption of 0.5% o increase in the discou rate assumption of 0. utilized in the test wo not have resulted in a impairment of the de agreement assets. A reduction in the terminal growth rate assumption of 0.5% o increase in the discou rate assumption of 0. utilized in the test wo not have resulted in a impairment of the Micromania trade na We can provide no assurance that we wil have impairment cha in future periods as a result of changes in o operating results or o assumptions.

of the amount that would be paid by a hypothetical market participant had they not owned the trade name and instead licensed the trade name from another company.

As of January 31, 2015, our indefinite-lived intangible assets totaled $179.4 million. Refer to Note 9, "Goodwill and Intangible Assets," to the consolidated financial statements included in this Form 10-K for a full description of our indefinite-lived intangible assets.

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Estimate Description	Judgment and/or Uncertainty	Potential Impact if Resu Differ
Income Taxes		
We account for income taxes utilizing an asset and liability approach, and deferred taxes are determined based on the estimated future tax effect of differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates. As a result of our operations in many foreign countries, our global tax rate is derived from a combination of applicable tax rates in the various jurisdictions in which we operate. We maintain accruals for uncertain tax positions until examination of the tax year is completed by the taxing authority, available review periods expire or additional facts and circumstances cause us to change our assessment of the appropriate accrual amount. Our liability for uncertain tax positions was $21.4 million as of January 31, 2015. Additionally, a valuation allowance is recorded against a deferred tax asset if it is not more likely than not that the asset will be realized. Several factors are considered in evaluating the realizability of our deferred tax assets, including the remaining years available for carry forward, the tax	Considerable management judgment is necessary to assess the inherent uncertainties related to the interpretations of complex tax laws, regulations and taxing authority rulings, as well as to the expiration of statutes of limitations in the jurisdictions in which we operate. We base our estimate of an annual effective tax rate at any given point in time on a calculated mix of the tax rates applicable to our operations and to estimates of the amount of income to be derived in any given jurisdiction. We file our tax returns based on our understanding of the appropriate tax rules and regulations. However, complexities in the tax rules and our operations, as well as positions taken publicly by the taxing authorities, may lead us to conclude that accruals for uncertain tax positions are required. Additionally, several factors are considered in evaluating the realizability of our deferred tax assets, including the remaining years available for carry forward, the tax laws for the applicable jurisdictions, the future profitability of the specific business units, and tax planning strategies.	Our judgments and esti concerning uncertain ta positions may change a result of evaluation of n information, such as the outcome of tax audits o changes to or further interpretations of tax la and regulations. Our judgments and estimate concerning realizability deferred tax assets coul change if any of the evaluation factors chang If such changes take pla there is a risk that our effective tax rate could increase or decrease in a period, impacting our n earnings.

laws for the applicable jurisdictions, the future profitability of the specific business units, and tax planning strategies. Our valuation allowance was $24.3 million as of January 31, 2015. See Note 13 to our consolidated financial statements for further information regarding income taxes.

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Consolidated Results of Operations

The following table sets forth certain statement of operations items (in millions) as a percentage of net sales, for the periods indicated:

	52 Weeks Ended January 31, 2015			52 Weeks Ended February 1, 2014			53 Weeks Ende February 2, 20		
	Dollars	Percent		Dollars	Percent		Dollars		Perc
Statement of Operations Data:									
Net sales	$9,296.0	100.0	%	$9,039.5	100.0	%	$8,886.7		100.
Cost of sales	6,520.1	70.1		6,378.4	70.6		6,235.2		70.2
Gross profit	2,775.9	29.9		2,661.1	29.4		2,651.5		29.8
Selling, general and administrative expenses	2,001.0	21.6		1,892.4	21.0		1,835.9		20.7
Depreciation and amortization	154.4	1.7		166.5	1.8		176.5		2.0
Goodwill impairments	—	—		10.2	0.1		627.0		7.0
Asset impairments	2.2	—		18.5	0.2		53.7		0.6
Operating earnings (loss)	618.3	6.6		573.5	6.3		(41.6	)	(0.5
Interest expense, net	10.0	0.1		4.7	—		3.3		—
Earnings (loss) before income tax expense	608.3	6.5		568.8	6.3		(44.9	)	(0.5
Income tax expense	215.2	2.3		214.6	2.4		224.9		2.5
Net income (loss)	393.1	4.2		354.2	3.9		(269.8	)	(3.0
Net loss attributable to noncontrolling interests	—	—		—	—		0.1		—
Net income (loss) attributable to GameStop Corp.	$393.1	4.2	%	$354.2	3.9	%	$(269.7	)	(3.0

We include purchasing, receiving and distribution costs in selling, general and administrative expenses, rather than in cost of sales, in the statement of operation We include processing fees associated with purchases made by check and credit in cost of sales, rather than selling, general and administrative expenses, in the statement of operations. As a result of these classifications, our gross margins ar comparable to those retailers that include purchasing, receiving and distribution in cost of sales and include processing fees associated with purchases made by c and credit cards in selling, general and administrative expenses. The net effect o these classifications as a percentage of sales has not historically been material.

The following table sets forth net sales (in millions) and percentages of total net by significant product category for the periods indicated:

	52 Weeks Ended January 31, 2015			52 Weeks Ended February 1, 2014			53 Weeks Ende February 2, 20	
	Net Sales	Percent of Total		Net Sales	Percent of Total		Net Sales	Perc of T
Net Sales:								
New video game	$2,028.7	21.8	%	$1,730.0	19.1	%	$1,333.4	15.0

hardware[1]								
New video game software	3,089.0	33.2		3,480.9	38.5		3,582.4	40.3
Pre-owned and value video game products	2,389.3	25.7		2,329.8	25.8		2,430.5	27.4
Video game accessories	653.6	7.1		560.6	6.2		611.8	6.9
Digital	216.3	2.3		217.7	2.4		208.4	2.3
Mobile and consumer electronics	518.8	5.6		303.7	3.4		200.3	2.3
Other[2]	400.3	4.3		416.8	4.6		519.9	5.8
Total	$9,296.0	100.0	%	$9,039.5	100.0	%	$8,886.7	100.

(1) Includes sales of hardware bundles, in which physical hardware and digital or physical software are sold together as a single SKU.

(2) Other products include revenues from the sales of PC entertainment software, interactive toys and licensed merchandise, strategy guides an revenues from PowerUp Pro loyalty members receiving Game Informe magazine in physical form.

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The following table sets forth gross profit (in millions) and gross profit percentag
by significant product category for the periods indicated:

	52 Weeks Ended January 31, 2015		52 Weeks Ended February 1, 2014		53 Weeks Ende February 2, 20	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gros Prof Perc
Gross Profit:						
New video game hardware[(1)]	$196.6	9.7 %	$176.5	10.2 %	$101.7	7.6
New video game software	716.9	23.2	805.3	23.1	786.3	21.9
Pre-owned and value video game products	1,146.3	48.0	1,093.9	47.0	1,170.1	48.1
Video game accessories	246.1	37.7	220.5	39.3	237.9	38.9
Digital	152.0	70.3	149.2	68.5	120.9	58.0
Mobile and consumer electronics	186.7	36.0	65.1	21.4	41.3	20.6
Other[(2)]	131.3	32.8	150.6	36.1	193.3	37.2
Total	$2,775.9	29.9 %	$2,661.1	29.4 %	$2,651.5	29.8

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(1) Includes sales of hardware bundles, in which physical hardware and digital or physical software are sold together as a single SKU.

(2) Other products include revenues from the sales of PC entertainment software, interactive toys and licensed merchandise, strategy guides an revenues from PowerUp Pro loyalty members receiving Game Informe magazine in physical form.

Fiscal 2014 Compared to Fiscal 2013

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	Change	
	Dollars in millions	Dollars in millions	$	%
Statement of Operations Data:				
Net sales	$9,296.0	$9,039.5	$256.5	2.8
Cost of sales	6,520.1	6,378.4	141.7	2.2
Gross profit	2,775.9	2,661.1	114.8	4.3
Selling, general and administrative expenses	2,001.0	1,892.4	108.6	5.7
Depreciation and amortization	154.4	166.5	(12.1)	(7.3
Goodwill impairments	—	10.2	(10.2)	(100
Asset impairments	2.2	18.5	(16.3)	(88.
Operating earnings	618.3	573.5	44.8	7.8
Interest expense, net	10.0	4.7	5.3	112.
Earnings before income tax expense	608.3	568.8	39.5	6.9

Income tax expense	215.2	214.6	0.6	0.3
Net income	$393.1	$354.2	$38.9	11.0

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	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	Change	
	Dollars in millions	Dollars in millions	$	%
Net Sales:				
New video game hardware(1)	$2,028.7	$1,730.0	$298.7	17.3
New video game software	3,089.0	3,480.9	(391.9)	(11.
Pre-owned and value video game products	2,389.3	2,329.8	59.5	2.6
Video game accessories	653.6	560.6	93.0	16.6
Digital	216.3	217.7	(1.4)	(0.6
Mobile and consumer electronics	518.8	303.7	215.1	70.8
Other(2)	400.3	416.8	(16.5)	(4.0
Total	$9,296.0	$9,039.5	$256.5	2.8

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	Change	
	Dollars in millions	Dollars in millions	$	%
Gross Profit:				
New video game hardware(1)	$196.6	$176.5	$20.1	11.4
New video game software	716.9	805.3	(88.4)	(11.
Pre-owned and value video game products	1,146.3	1,093.9	52.4	4.8
Video game accessories	246.1	220.5	25.6	11.6
Digital	152.0	149.2	2.8	1.9
Mobile and consumer electronics	186.7	65.1	121.6	186.
Other(2)	131.3	150.6	(19.3)	(12.
Total	$2,775.9	$2,661.1	$114.8	4.3

(1) Includes sales of hardware bundles, in which physical hardware and digital or physical software are sold together as a single SKU.

(2) Other products include revenues from the sales of PC entertainment software, interactive toys and licensed merchandise, strategy guides an revenues from PowerUp Pro loyalty members receiving Game Informe magazine in physical form.

Net Sales

Net sales increased $256.5 million, or 2.8%, in fiscal 2014 compared to fiscal 20 The increase in net sales during fiscal 2014 was primarily attributable to an incre in comparable store sales of 3.4% compared to fiscal 2013, due to strong sales performance in the current year period associated with the new video game cons launches and related video game accessories, as well as the continued growth of Technology Brands segment. These increases were partially offset by the impact foreign exchange rate fluctuations, which had the effect of decreasing net sales b $133.9 million for the 52 weeks of fiscal 2014 compared to the prior year period

Refer to the note to the Selected Financial Data table in "Item 6 — Selected Fina
Data" for a discussion of the calculation of comparable store sales.

The net increase in net sales was due to the following:

- New video game hardware sales increased $298.7 million, or 17.3%, for fiscal 2
as compared to fiscal 2013, primarily attributable to an increase in hardware unit
sell-through due to the launches of the Microsoft Xbox One and the Sony PlaySt
4 in November 2013. This increase was partially offset by declines in sales of
previous generation hardware.
- Pre-owned and value video game product sales increased $59.5 million, or 2.6%
fiscal 2014 as compared to fiscal 2013, primarily due to trade growth and an incr
in pre-owned hardware sales resulting from the release of Microsoft Xbox One a
the Sony PlayStation 4 in November 2013.
- Video game accessories sales increased $93.0 million, or 16.6%, for fiscal 2014
compared to fiscal 2013, due to sales of accessories for use with the recently
launched consoles.
- Mobile and consumer electronics sales increased $215.1 million, or 70.8%, for f
2014 as compared to fiscal 2013, due to the acquisitions of stores within the
Technology Brands segment. Sales related to the Technology Brands segment
increased $265.8 million for fiscal 2014 compared to the prior year period.

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The increases described above were partially offset by the following:

- New video game software sales decreased $391.9 million, or 11.3%, for fiscal 20 as compared to fiscal 2013, primarily due to a decline in prior generation softwa sales and a weaker lineup of new titles released during fiscal 2014 as compared t fiscal 2013. We expect the decline in prior generation software sales to continue the near term.
- Sales of other product categories decreased $16.5 million, or 4.0%, for fiscal 201 compared to fiscal 2013, primarily due to a decrease in Game Informer physical subscriptions as a result of the shift to digital subscriptions, which are reflected i digital product category, lower sales of strategy guides and fewer new titles of P entertainment software released during the current year period. These decreases partially offset by an increase in the sale of interactive toys during fiscal 2014 as compared to fiscal 2013.

As a percentage of net sales, there was a shift in sales mix from new video game software to new video game hardware during the majority of fiscal 2014 compar fiscal 2013 due to the release of the next-generation consoles in November 2013 the decline in software sales in fiscal 2014.

Cost of Sales

Cost of sales increased $141.7 million, or 2.2%, in fiscal 2014 compared to fisca 2013, primarily as a result of the increase in net sales discussed above and the changes in gross profit discussed below.

Gross Profit

Gross profit increased $114.8 million, or 4.3%, in fiscal 2014 compared to fiscal 2013, and gross profit as a percentage of net sales was 29.9% in fiscal 2014 com to 29.4% in fiscal 2013. The gross profit increase was primarily driven by the gr in the mobile and consumer electronics category related to our Technology Bran segment, which increased gross profit by $151.5 million year-over-year.

The net increase in gross profit as a percentage of net sales was due to the follow

- Gross profit as a percentage of sales on pre-owned and value video game produc increased to 48.0% in fiscal 2014 from 47.0% in fiscal 2013 due to higher promotional activity in the prior year, as well as the increase in gross profit percentage that occurs as prior generation video game platforms mature.
- Gross profit as a percentage of sales on digital sales increased to 70.3% in fiscal from 68.5% in fiscal 2013 due to the growth of Kongregate, our platform for we mobile gaming, as well as the conversion of certain digital revenue streams from full retail price revenue arrangement to commission revenue, which has the effe decreasing sales with no impact on gross profit.
- Gross profit as a percentage of sales on mobile and consumer electronics revenu increased to 36.0% in fiscal 2014 from 21.4% in fiscal 2013 due to the acquisitio and opening of new stores within the Technology Brands segment.

The increases described above were partially offset by the following:

- Gross profit as a percentage of sales on new video game hardware decreas 9.7% in fiscal 2014 from 10.2% in fiscal 2013. The gross profit percentage decrease was driven by the mix of next generation console sales, which ca lower margins compared to the prior generation.
- Gross profit as a percentage of sales on video game accessories decreased to 37. in fiscal 2014 from 39.3% in fiscal 2013, due to the mix of next generation accessories sales, which carry lower gross margins relative to the total video gan

accessories category.

- Gross profit as a percentage of sales on other product categories decreased to 32 in fiscal 2014 from 36.1% in fiscal 2013, due to a decrease in Game Informer physical subscriptions as a result of the shift to digital subscriptions, which are reflected in the digital product category.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $108.6 million, or 5.7%, i fiscal 2014 compared to fiscal 2013. The increase was primarily due to the growt the Technology Brands segment, which carries higher selling, general and administrative expenses as a percentage of sales than the other segments. Techno Brands contributed $111.5 million to the increase for fiscal 2014 compared to fis 2013. This increase was offset in part by the impact of foreign exchange rate fluctuations, which had the effect of decreasing selling, general and administrativ expenses by $24.3 million for the 52 weeks of fiscal 2014 compared to the prior period. Included in selling, general and administrative expenses are $21.5 million $19.4 million in stock-based compensation expense for fiscal 2014 and fiscal 20 respectively.

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Depreciation and Amortization
Depreciation and amortization expense decreased $12.1 million, or 7.3%, in fisca
2014 compared to fiscal 2013. This decrease was primarily due to a decrease in capital initiatives associated with our Video Game Brands segments.
Asset Impairments
During fiscal 2014, we recorded a $2.2 million impairment, comprised of $1.9 million of property and equipment impairments and $0.3 million of intangible as impairments. During fiscal 2013, we recorded a $28.7 million impairment, comp of a $10.2 million goodwill impairment, a $7.4 million impairment of technology assets, an impairment of $2.1 million of intangible assets as a result of our decisi abandon Spawn Labs and an impairment of $9.0 million of property and equipm Refer to Note 2, "Asset Impairments," and Note 9, "Goodwill and Intangible Ass to the consolidated financial statements in this Form 10-K for further informatio associated with these impairments.
Interest Income and Expense
Interest income of $0.7 million for fiscal 2014, resulting from the investment of excess cash balances, decreased $0.2 million from $0.9 million in fiscal 2013. In expense of $10.7 million for fiscal 2014 increased $5.1 million from $5.6 millio fiscal 2013 primarily due to higher borrowings, including the $350.0 million issu of Senior Notes in September 2014, which is discussed more fully in Note 10, "D to our consolidated financial statements.
Income Tax
Income tax expense was $215.2 million, representing an effective tax rate of 35. fiscal 2014, compared to $214.6 million, representing an effective tax rate of 37. in fiscal 2013. The difference in the effective income tax rate between fiscal 201 fiscal 2013 was primarily due to the recognition of tax benefits related to losses i subsidiary investments in fiscal 2014 for which no benefit had previously been recorded. These benefits were partially offset by the recording of valuation allowances against (1) certain deferred tax assets in the European segment and (2 credits in the United States segment. Without the effect of the tax loss benefits a the recording of the valuation allowances, the effective income tax rate in fiscal 2 would have been 36.7%. Refer to Note 13, "Income Taxes," to our consolidated financial statements for additional information regarding income taxes.
Operating Earnings and Net Income
The factors described above led to operating earnings of $618.3 million for fiscal 2014, or a 7.8% increase from operating earnings of $573.5 million for fiscal 201 Additionally, net income was $393.1 million for fiscal 2014, which represented a 11.0% increase from net income of $354.2 million for fiscal 2013. The increase i operating earnings is primarily attributable to the growth of our Technology Bra segment, which contributed operating earnings growth of $33.1 million in fiscal compared to fiscal 2013. Operating earnings in the Video Game Brands segment increased due to the launch of the new consoles, which has driven year-over-yea growth in our new video game hardware and video game accessories, as well as continued growth in our pre-owned and value category.

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Fiscal 2013 Compared to Fiscal 2012

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	Change	
	Dollars in millions	Dollars in millions	$	%
Statement of Operations Data:				
Net sales	$9,039.5	$8,886.7	$152.8	1.7
Cost of sales	6,378.4	6,235.2	143.2	2.3
Gross profit	2,661.1	2,651.5	9.6	0.4
Selling, general and administrative expenses	1,892.4	1,835.9	56.5	3.1
Depreciation and amortization	166.5	176.5	(10.0)	(5.7
Goodwill impairments	10.2	627.0	(616.8)	(98.
Asset impairments	18.5	53.7	(35.2)	(65.
Operating earnings (loss)	573.5	(41.6)	615.1	nm*
Interest expense, net	4.7	3.3	1.4	42.4
Earnings (loss) before income tax expense	568.8	(44.9)	613.7	nm*
Income tax expense	214.6	224.9	(10.3)	(4.6
Net income (loss)	354.2	(269.8)	624.0	nm*
Net loss attributable to noncontrolling interests	—	0.1	(0.1)	(100
Net income (loss) attributable to GameStop Corp.	$354.2	$(269.7)	$623.9	nm*

* not meaningful.

	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	Change	
	Dollars in millions	Dollars in millions	$	%
Net Sales:				
New video game hardware(1)	$1,730.0	$1,333.4	$396.6	29.7
New video game software	3,480.9	3,582.4	(101.5)	(2.8
Pre-owned and value video game products	2,329.8	2,430.5	(100.7)	(4.1
Video game accessories	560.6	611.8	(51.2)	(8.4
Digital	217.7	208.4	9.3	4.5
Mobile and consumer electronics	303.7	200.3	103.4	51.6
Other(2)	416.8	519.9	(103.1)	(19.
Total	$9,039.5	$8,886.7	$152.8	1.7

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	52 Weeks Ended February 1, 2014	53 Weeks Ended February 2, 2013	Change	
	Dollars in millions	Dollars in millions	$	%
Gross Profit:				
New video game hardware[1]	$176.5	$101.7	$74.8	73.5
New video game software	805.3	786.3	19.0	2.4
Pre-owned and value video game products	1,093.9	1,170.1	(76.2)	(6.5
Video game accessories	220.5	237.9	(17.4)	(7.3
Digital	149.2	120.9	28.3	23.4
Mobile and consumer electronics	65.1	41.3	23.8	57.6
Other[2]	150.6	193.3	(42.7)	(22.
Total	$2,661.1	$2,651.5	$9.6	0.4

(1) Includes sales of hardware bundles, in which hardware and digital games are generally sold together as a single SKU.

(2) Other products include revenues from the sales of PC entertainment software, interactive toys and licensed merchandise, strategy guides an revenues from PowerUp Pro loyalty members receiving Game Informe magazine in physical form.

Net Sales

Net sales increased $152.8 million, or 1.7%, in fiscal 2013 compared to fiscal 20 Sales for the 53rd week included in fiscal 2012 were $112.2 million. The increas net sales during fiscal 2013 was attributable to an increase in comparable store sa of 3.8% compared to fiscal 2012, primarily due to strong sales performance durin the second half of fiscal 2013. Additionally, sales included $62.8 million from th new Technology Brands segment. These increases were partially offset by a decl in domestic sales of $185.9 million due to a 4.1% decline in domestic store coun changes in foreign exchange rates, which had the effect of decreasing sales by $2 million when compared to the 53 weeks of fiscal 2012, and sales from the 53rd w in fiscal 2012. Refer to the note to the Selected Financial Data table in "Item 6 — Selected Financial Data" for a discussion of the calculation of comparable store s

The net increase in net sales was due to the following:

- New video game hardware sales increased $396.6 million, or 29.7%, for fiscal 20 compared to fiscal 2012, primarily attributable to an increase in hardware unit sell-through due to the launches of the Microsoft Xbox One and the Sony PlaySt 4 in November 2013. These increases were partially offset by declines in sales o previous generation hardware.
- Digital revenues increased $9.3 million, or 4.5%, for fiscal 2013 compared to fis 2012 with growth limited due to the conversion of certain types of digital curren cards from a full retail price revenue arrangement to a commission revenue mod
- Mobile and consumer electronics sales increased $103.4 million, or 51.6%, for fi 2013 compared to fiscal 2012 due to increased growth of the mobile business wi the Video Game Brand stores and due to the Technology Brands stores acquired opened in the fourth quarter of fiscal 2013.

The increases described above were partially offset by the following:

- New video game software sales decreased $101.5 million, or 2.8%, for fiscal 201 compared to fiscal 2012, primarily due to fewer new titles that were released dur fiscal 2013 when compared to fiscal 2012 and by the additional sales for the 53r week in fiscal 2012.
- Pre-owned and value video game product sales decreased $100.7 million, or 4.1 for fiscal 2013 compared to fiscal 2012, primarily due to less store traffic during majority of fiscal 2013 because of lower video game demand due to the late stag the previous console cycle, and also due to sales for the 53rd week in fiscal 2012
- Sales of video game accessories declined $51.2 million, or 8.4% for fiscal 2013 compared to fiscal 2012 due to the decline in demand for video game products in late stages of the last console cycle, offset slightly by sales of accessories for use the recently launched consoles.
- Sales of other product categories decreased $103.1 million, or 19.8%, for fiscal 2013 compared to fiscal 2012, primarily due to a decrease in sales entertainment software due to strong launches of PC titles during fiscal 2

As a percentage of net sales, new video game hardware sales increased and sales new video game software, pre-owned and value video game products and video accessories decreased in fiscal 2013 compared to fiscal 2012. The change in the of net sales was primarily due to the launch of the new hardware consoles in the fourth quarter of fiscal 2013.

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Cost of Sales
Cost of sales increased $143.2 million, or 2.3%, in fiscal 2013 compared to fisca 2012, primarily as a result of the increase in net sales discussed above and the changes in gross profit discussed below, partially offset by the cost of sales asso with the 53rd week in fiscal 2012.

Gross Profit
Gross profit increased $9.6 million, or 0.4%, in fiscal 2013 compared to fiscal 2 and gross profit as a percentage of net sales was 29.4% for fiscal 2013 and 29.8 fiscal 2012. The gross profit percentage decreased primarily due to an increase i sales of new video game hardware as a percentage of total net sales and the decr in gross profit as a percentage of sales on pre-owned and value video game prod This decrease was partially offset by a $33.6 million benefit related to a change i management estimates on the redemption rate in our PowerUp Rewards and othe customer liability programs. In addition, we recorded an increase in gross profit to a reclassification from selling, general and administrative expenses of cash consideration received from our vendors to align those funds with the specific products we sell, net of the cost of free or discounted products for our loyalty programs, in the amount of $42.5 million.

The net increase in gross profit as a percentage of net sales was due to the follow

- Gross profit as a percentage of sales on new video game hardware of 10.2% for 2013 increased from 7.6% for fiscal 2012 due to the reclassification of cash consideration received from vendors and increased sales of extended warranties.
- Gross profit as a percentage of sales on new video game software of 23.1% for f 2013 increased from 21.9% for fiscal 2012 due to the reclassification of cash consideration received from vendors.
- Gross profit as a percentage of sales on digital sales of 68.5% for fiscal 2013 increased from 58.0% for fiscal 2012 due to conversion of full retail price reven digital currency cards into commission only currency cards.
- Gross profit as a percentage of sales on mobile and consumer electronics revenu 21.4% for fiscal 2013 increased from 20.6% for fiscal 2012 due to maturation of mobile business within the video game stores and due to the newly acquired Technology Brands stores.

The increases described above were partially offset by the following:

- Gross profit as a percentage of sales on pre-owned and value video game produc 47.0% for fiscal 2013 decreased from 48.1% for fiscal 2012 due to aggressive tr offers made in the current year in order to provide consumers with trade currenc help make new consoles more affordable.
- Gross profit as a percentage of sales on the other product sales category of 36.1 fiscal 2013 declined from 37.2% for fiscal 2012.

Selling, General and Administrative Expenses
Selling, general and administrative expenses increased $56.5 million, or 3.1%, i fiscal 2013 compared to fiscal 2012. This increase was primarily due to higher variable costs associated with the increase in comparable store sales during the second half of 2013 and the net increase in expenses associated with the change classification of cash consideration received from vendors and the reclassificatio the cost of free or discounted products for our loyalty programs discussed above. These increases were partially offset by expenses for the 53rd week in fiscal 201 coupled with changes in foreign exchange rates, which had the effect of decreasi

fiscal 2013 selling, general and administrative expenses by $2.1 million when compared to fiscal 2012. Additionally, cost control activities during the year associated with the decline in sales at the end of the previous console cycle helpe reduce our selling, general and administrative expenses along with lower store co Selling, general and administrative expenses as a percentage of sales of 21.0% fo fiscal 2013 increased from 20.7% for fiscal 2012, primarily due to the classificat of cash consideration received from vendors and loyalty costs as discussed above Included in selling, general and administrative expenses are $19.4 million and $1 million in stock-based compensation expense for fiscal 2013 and fiscal 2012, respectively.

Depreciation and Amortization

Depreciation and amortization expense of $166.5 million for fiscal 2013 decrease $10.0 million from $176.5 million for fiscal 2012. This decrease was primarily d a decrease in capital expenditures in recent years when compared to prior years, which included significant investments in our loyalty and digital initiatives, as w a decrease in new store openings and investments in management information systems.

Asset Impairments

During fiscal 2013, we recorded a $28.7 million impairment charge, comprised o $10.2 million goodwill impairment, a $7.4 million impairment of technology ass and an impairment of $2.1 million of intangible assets as a result of our decision

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to abandon Spawn Labs. Additionally, we recognized $9.0 million of property ar
equipment impairments during fiscal 2013. During fiscal 2012, we recorded a $6
million impairment charge, comprised of $627.0 million of goodwill impairment
$44.9 million of trade name impairment and $8.8 million of property and equipm
impairments. Refer to Note 2, "Asset Impairments," and Note 9, "Goodwill and
Intangible Assets," to the consolidated financial statements in this Form 10-K fo
further information associated with these impairments.

Interest Income and Expense

Interest income resulting from the investment of excess cash balances was $0.9
million for both fiscal 2013 and fiscal 2012. Interest expense of $5.6 million for
2013 increased from $4.2 million for fiscal 2012, primarily due to increased aver
borrowings under our revolving credit facility during the year and interest expen
incurred on pre-acquisition indebtedness of one of the businesses acquired, prior
paying off the debt during fiscal 2013.

Income Tax

Income tax expense was $214.6 million for fiscal 2013 compared to $224.9 milli
on a $44.9 million loss before income tax expense for fiscal 2012. The difference
the effective income tax rate between fiscal 2013 and fiscal 2012 was primarily d
to the recognition of the goodwill impairment charge in fiscal 2012 which is not
deductible and the recording of valuation allowances against certain deferred tax
assets in the European segment in fiscal 2012. Refer to Note 13, "Income Taxes,
our consolidated financial statements for additional information regarding incom
taxes.

Operating Earnings and Net Income

The factors described above led to operating earnings of $573.5 million for fisca
2013, an increase of $615.1 million from an operating loss of $41.6 million durin
fiscal 2012, and a consolidated net income of $354.2 million for fiscal 2013, an
increase in consolidated net income of $624.0 million from a net loss of $269.8
million for fiscal 2012. The increase in operating earnings is primarily attributab
goodwill and asset impairments recognized in fiscal 2012, as discussed more full
above.

Segment Performance

We operate our business in the following operating segments, which are also our
reportable segments: Video Game Brands, which consists of four segments in the
United States, Canada, Australia and Europe, and Technology Brands. We identi
these segments based on a combination of geographic areas, the methods with wh
we analyze performance, the way in which our sales and profits are derived and h
we divide management responsibility. Our sales and profits are driven through ou
physical stores which are highly integrated with our e-commerce, digital and mo
businesses. Due to this integration, our physical stores are the basis for our segm
reporting. Each of the Video Game Brands segments consists primarily of retail
operations, with all stores engaged in the sale of new and pre-owned video game
systems, software and accessories (which we refer to as video game products), ne
and pre-owned mobile devices and related accessories. These products are
substantially the same regardless of geographic location, with the primary differe
in merchandise carried being the timing of the release of new products or
technologies in the various segments.

With our presence in international markets, we have operations in several foreign currencies, including the Euro, Australian dollar, New Zealand dollar, Canadian dollar, British pound, Swiss franc, Danish kroner, Swedish krona, and the Norwe kroner.

Operating earnings (loss) by operating segment, defined as income (loss) from operations before intercompany royalty fees, net interest expense and income tax and net sales by reportable unit in U.S. dollars were as follows (in millions):

As of and for the Fiscal Year Ended January 31, 2015	United States	Canada	Australia	Europe	Technology Brands	Conso
Net sales	$6,193.5	$476.4	$644.7	$1,652.8	$ 328.6	$ 9,296
Segment operating earnings	$483.2	$28.3	$38.0	$35.9	$ 32.9	$ 618.3
Segment Operating data:						
Store count	4,138	331	421	1,316	484	6,690
Comparable store sales[1]	2.5 %	9.3 %	10.6 %	2.3 %	n/a	3.4

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As of and for the Fiscal Year Ended February 1, 2014	United States	Canada	Australia	Europe	Technology Brands	Conso
Net sales	$6,160.4	$468.8	$613.7	$1,733.8	$62.8	$9,03
Segment operating earnings (loss)	$465.3	$26.6	$37.5	$44.3	$(0.2)	$573.
Segment Operating data:						
Store count	4,249	335	418	1,455	218	6,675
Comparable store sales(1)	3.0 %	5.7 %	12.6 %	3.2 %	n/a	3.8

As of and for the Fiscal Year Ended February 2, 2013	United States	Canada	Australia	Europe	Consol
Net sales	$6,192.4	$478.4	$607.3	$1,608.6	$8,886
Segment operating earnings (loss)	$501.9	$(74.4)	$(71.6)	$(397.5)	$(41.6
Segment Operating data:					
Store count	4,425	336	416	1,425	6,602
Comparable store sales	(8.7)%	(4.6)%	(2.4)%	(8.3)%	(8.0

(1) Our Technology Brands stores are excluded from the calculation of comparab store sales. Refer to the note to the Selected Financial Data table in "Item 6 — Selected Financial Data" for a discussion of the calculation of comparable stor sales.

Fiscal 2014 Compared to Fiscal 2013

Video Game Brands

United States

Segment results for Video Game Brands in the United States include retail Game operations in 50 states, the District of Columbia, Puerto Rico and Guam, the electronic commerce website www.gamestop.com, Game Informer magazine an Kongregate, our leading platform for web and mobile gaming. Net sales for fisca 2014 increased $33.1 million, or 0.5%, compared to fiscal 2013, primarily due to increase in comparable store sales of 2.5%. This increase in comparable store sal was driven by the launch of the new consoles in November 2013. Operating earn for fiscal 2014 increased $17.9 million, or 3.8%, compared to fiscal 2013, driven primarily by the current year increase in net sales and our ability to effectively leverage the increase in net sales relative to the selling, general and administrativ expenses.

Canada

Segment results for Canada include retail operations in Canada and an e-comme site. Net sales in the Canadian segment for fiscal 2014 increased $7.6 million, or 1.6%, compared to fiscal 2013, primarily due to the increase in comparable store

sales of 9.3%. This increase in comparable store sales was driven by the launch o
new consoles in November 2013, as well as an increase in pre-owned sales. The
increase in net sales was offset in part by the impact of foreign exchange rate
fluctuations, which had the effect of decreasing net sales by $35.7 million in fisc
2014 compared to the prior year period. Operating earnings for fiscal 2014 increa
$1.7 million, or 6.4%, compared to fiscal 2013, driven primarily by the current y
increase in net sales.

Australia

Segment results for Australia include retail operations and e-commerce sites in Australia and New Zealand. Net sales in the Australian segment for fiscal 2014 increased $31.0 million, or 5.1%, compared to fiscal 2013, primarily due to the increase in comparable store sales of 10.6%. This increase in comparable store sa
was driven by the launch of the new consoles in November 2013, as well as an increase in pre-owned sales. The increase in net sales was offset in part by the im
of foreign exchange rate fluctuations, which had the effect of decreasing net sale
$39.3 million for the 52 weeks of fiscal 2014 compared to the prior year period. Operating earnings for fiscal 2014 were relatively flat compared to fiscal 2013, despite the impact of foreign exchange rate fluctuations, which had the effect of decreasing operating earnings by $2.6 million in the current year period.

Europe

Segment results for Europe include retail operations in 10 European countries an
e-commerce operations in five countries. Net sales in the European segment for f
2014 decreased $81.0 million, or 4.7%, compared to fiscal 2013, primarily due to
impact of foreign exchange rate fluctuations, which had the effect of decreasing n
sales by $58.9 million for the 52 weeks of fiscal 2014 compared to the prior year
period. Additionally, the exit of our Spain operations contributed to a $40.1 milli
decrease

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in net sales year-over-year. These decreases were offset in part by an increase in comparable store sales of 2.3%. Operating earnings for fiscal 2014 decreased $8. million, or 19.0%, compared to fiscal 2013, driven primarily by the pre-tax loss o $14.8 million in fiscal 2014 related to the exit of our Spain operations, as well as impact of foreign exchange rate fluctuations, which had the effect of decreasing operating earnings by $5.2 million in the current year period.

Technology Brands

Segment results for the Technology Brands segment include our Spring Mobile managed AT&T and Cricket Wireless branded stores and our Simply Mac busin For fiscal 2014, Technology Brands net sales were $328.6 million, with operatin earnings of $32.9 million. For fiscal 2013, Technology Brands net sales were $6 million, with an operating loss of $0.2 million. The increase in net sales and oper earnings from fiscal 2013 to fiscal 2014 was attributable to our continued investr and growth in our Technology Brands businesses.

Fiscal 2013 Compared to Fiscal 2012

Video Game Brands

United States

Segment results for the United States Video Game Brands segment include retail operations in 50 states, the District of Columbia, Puerto Rico and Guam, the electronic commerce website www.gamestop.com, Game Informer magazine an Kongregate, our leading platform for web and mobile gaming.

Although net sales for fiscal 2013 decreased 0.5% compared to fiscal 2012, comparable store sales increased 3.0%. The decrease in net sales was primarily d a $185.9 million decline in sales due to a 4.1% decrease in domestic store count sales for the 53rd week in fiscal 2012. The increase in comparable store sales wa primarily due to strong performance of new video game console and title release during the second half of the year, which more than offset the declines that had b experienced during the first half of fiscal 2013.

Asset impairments of $24.0 million were recognized in fiscal 2013 primarily rela to our decision to abandon our Spawn Labs business. Asset impairments of $5.7 million were recognized in fiscal 2012 primarily related to impairment of finite-l assets. Segment operating income for fiscal 2013 was $465.3 million compared t $501.9 million in fiscal 2012, primarily related to the asset impairments describe above, the impact of a decline in sales prior to the launch of the next generation consoles and the impact of lower margin console sales as a percentage of total sa as well as the impact of the operating earnings in the 53rd week in fiscal 2012.

Canada

Segment results for Canada include retail operations in Canada and an e-comme site. Net sales in the Canadian segment in the 52 weeks ended February 1, 2014 decreased 2.0% compared to the 53 weeks ended February 2, 2013 . The decreas net sales was primarily attributable to changes in exchange rates of $22.3 million fiscal 2013 and additional sales in the 53rd week of fiscal 2012 when compared t fiscal 2013, partially offset by an increase in sales at existing stores of 5.7%. The increase in net sales at existing stores was primarily due to the launch of the next generation consoles.

The segment operating profit for fiscal 2013 was $26.6 million compared to an operating loss of $74.4 million for fiscal 2012. The increase in operating earning was primarily due to the goodwill and asset impairment charges of $100.7 millio recognized during fiscal 2012 and a decrease in selling, general and administrativ expenses as a result of lower sales and lower store count when compared to fisca 2012, partially offset by exchange rate fluctuations, which had the impact of decreasing operating earnings by $1.4 million in fiscal 2013.

Australia

Segment results for Australia include retail operations and e-commerce sites in Australia and New Zealand. Net sales for the 52 weeks ended February 1, 2014 increased 1.1% compared to the 53 weeks ended February 2, 2013. The increase net sales was primarily due to a 12.6% increase in comparable store sales, partial offset by a $58.1 million reduction in sales associated with exchange rates and th additional sales in the 53rd week of fiscal 2012. The increase in sales at existing stores was due to new video game console and title releases.

The segment operating profit for fiscal 2013 was $37.5 million compared to an operating loss of $71.6 million for fiscal 2012. The increase in operating earning was primarily due to the goodwill and asset impairment charges of $107.3 millio recognized during fiscal 2012, partially offset by the impact of exchange rate fluctuations, which had the effect of decreasing operating earnings by $4.8 millio fiscal 2013.

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Europe

Segment results for Europe included retail operations in 11 European countries a
e-commerce operations in six countries. For the 52 weeks ended February 1, 201
European net sales increased 7.8% compared to the 53 weeks ended February 2,
2013. This increase in net sales was partially due to the impact of changes in
exchange rates in fiscal 2013, which had the effect of increasing sales by $57.0
million when compared to fiscal 2012, as well as an increase in comparable store
sales of 3.2%, partially offset by additional sales in the 53rd week of fiscal 2012
when compared to fiscal 2013. The increase in net sales at existing stores was
primarily due to new video game console and title launches.

The segment operating profit was $44.3 million for fiscal 2013 compared to an
operating loss of $397.5 million for fiscal 2012. The increase in operating earnin
was primarily due to asset impairment charges of $4.7 million recognized during
fiscal 2013 compared to charges totaling $467.0 million for goodwill and asset
impairments during fiscal 2012, partially offset by the impact of a decline in sale
prior to the launch of the next generation consoles in fiscal 2013 and the impact
low margin consoles as a percentage of total sales, as well as the impact of the
operating earnings in the 53rd week in fiscal 2012.

Liquidity and Capital Resources

Overview

Based on our current operating plans, we believe that available cash balances, ca
generated from our operating activities and funds available under our $400 milli
asset-based revolving credit facility (the "Revolver") together will provide suffic
liquidity to fund our operations, store openings and remodeling activities and
corporate capital allocation programs, including acquisitions, share repurchases
the payment of dividends declared by the Board of Directors, for at least the next
months.

As of January 31, 2015, $382.5 million of our total cash on hand of $610.1 milli
was attributable to our foreign operations. Although we may, from time to time,
evaluate strategies and alternatives with respect to the cash attributable to our fo
operations, we currently anticipate that this cash will remain in those foreign
jurisdictions and it therefore may not be available for immediate use; however, w
believe that our existing sources of liquidity, as described more fully above, will
enable us to meet our cash requirements in the next twelve months.

As of January 31, 2015, we had total cash on hand of $610.1 million and an
additional $391.6 million of available borrowing capacity under the Revolver. A
continue to pursue acquisitions, divestitures and other strategic transactions to ex
and grow our business, while also enhancing shareholder value through share
repurchases and dividend payments, we regularly monitor capital market conditi
and may raise additional funds through borrowings or public or private sales of d
or equity securities. The amount, nature and timing of any borrowings or sales of
or equity securities will depend on our operating performance and other
circumstances; our then-current commitments and obligations; the amount, natur
timing of our capital requirements; any limitations imposed by our current credit
arrangements; and overall market conditions.

Cash Flows

During fiscal 2014, cash provided by operations was $480.5 million, compared t cash provided by operations of $762.7 million in fiscal 2013. The decrease in cas provided by operations of $282.2 million from fiscal 2013 to fiscal 2014 was primarily due to a decrease in cash provided by working capital of $278.3 millior due primarily to the change in cash related to the timing of payments for account payable and accrued liabilities as well as income taxes in fiscal 2014.

During fiscal 2013, cash provided by operations was $762.7 million, compared t cash provided by operations of $610.2 million in fiscal 2012. The increase in cas provided by operations of $152.5 million from fiscal 2012 to fiscal 2013 was primarily due to an increase in cash provided by working capital of $176.9 millic primarily driven by a change in the timing of payments of accounts payable, part offset by higher inventory purchases in fiscal 2013. The higher inventory purcha fiscal 2013 were primarily due to purchases to support the launch of new console

Cash used in investing activities was $235.9 million in fiscal 2014, $207.5 millic fiscal 2013 and $152.7 million in fiscal 2012. During fiscal 2014, we used $159.6 million for capital expenditures primarily to support the growth of our Technology Brands businesses, to invest in information systems and digital initiatives, and to open 49 Video Game Brands stores in the U.S. and internationa Additionally, we used $89.7 million of cash for acquisitions of stores within the Technology Brands segment. During fiscal 2013, we used $125.6 million for cap expenditures primarily to open 109 Video Game Brands stores in the U.S. and internationally and to invest in information systems and digital initiatives. Durin fiscal 2013, we also used $77.4 million of cash primarily for the acquisition of S Mobile and Simply Mac. During fiscal 2012, we used $139.6 million for capital expenditures primarily to invest in information systems, distribution center capac and multichannel, digital and loyalty program initiatives and to open 146 stores i U.S. and internationally.

Cash used in financing activities was $131.2 million in fiscal 2014, $350.6 millic fiscal 2013 and $498.5 million in fiscal 2012. The cash flows used in financing activities in fiscal 2014 were primarily for the repurchase of $331.1 million of treasury shares and the payment of dividends on our Class A Common Stock of $148.8 million, offset in part by the $350.0 million issuance

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of Senior Notes in September 2014. The cash flows used in financing activities i
fiscal 2013 were primarily for the repurchase of $258.3 million of treasury share
the payment of dividends on our Class A Common Stock of $130.9 million. The
flows used in financing activities in fiscal 2012 were primarily for the repurchase
$409.4 million of treasury shares and the payment of dividends on our Class A
Common Stock of $102.0 million. The cash flows used in financing activities in
fiscal 2014, fiscal 2013 and fiscal 2012 were also impacted by cash provided by
issuance of shares associated with stock option exercises of $0.7 million, $58.0
million and $11.6 million, respectively.

Sources of Liquidity

We utilize cash generated from operations and have funds available to us under o
Revolver, as well as the proceeds from the September 24, 2014 issuance of our S
Notes, to cover seasonal fluctuations in cash flows and to support our various gro
initiatives. Our cash and cash equivalents are carried at cost and consist primarily
time deposits with commercial banks.

Issuance of 5.50% Senior Notes due 2019. On September 24, 2014, we issued $3
million aggregate principal amount of unsecured 5.50% Senior Notes due Octob
2019. The Senior Notes bear interest at the rate of 5.50% per annum with interes
payable semi-annually in arrears on April 1 and October 1 of each year beginning
April 1, 2015. The Senior Notes were sold in a private placement and will not be
registered under the U.S. Securities Act of 1933. The Senior Notes were offered
the U.S. to "qualified institutional buyers" pursuant to the exemption from regist
under Rule 144A of the Securities Act and in exempted offshore transactions
pursuant to Regulation S under the Securities Act.

The Senior Notes were issued pursuant to an indenture dated as of September 24
2014, by and among the Company, certain subsidiary guarantors named therein a
U.S. Bank National Association, as trustee and will mature on October 1, 2019. T
net proceeds from the offering of $343.7 million were used to pay down the
remaining outstanding balance of our revolving credit facility, which is describe
more fully below, and will be used for general corporate purposes, which may in
acquisitions, dividends and stock buybacks. The outstanding balance of the Seni
Notes at January 31, 2015 was $350.0 million. We incurred fees and expenses re
to the Senior Notes offering of $6.3 million, which were capitalized during the th
quarter of fiscal 2014 and will be amortized as interest expense over the term of
notes.

The indenture governing the Senior Notes does not contain financial covenants b
does contain covenants which place certain restrictions on us and our subsidiarie
including limitations on asset sales, additional liens, investments, stock repurcha
dividends, distributions, the incurrence of additional debt and the repurchase deb
is junior to the Senior Notes. These covenants are subject to certain exceptions a
qualifications.

The indenture contains customary events of default, including payment defaults,
breaches of covenants, failure to pay certain judgments and certain events of
bankruptcy, insolvency and reorganization. If an event of default occurs and is
continuing, the principal amount of the Senior Notes, plus accrued and unpaid
interest, if any, may be declared immediately due and payable. These amounts
automatically become due and payable if an event of default relating to certain e
of bankruptcy, insolvency

or reorganization occurs.
Revolving Credit Facility. On January 4, 2011, we entered into a $400 million cr agreement, which we amended and restated on March 25, 2014 and further amen on September 15, 2014 (the “Revolver”). The Revolver is a five-year, asset-base facility that is secured by substantially all of our assets and the assets of our dom subsidiaries. Availability under the Revolver is subject to a monthly borrowing b calculation. The Revolver includes a $50 million letter of credit sublimit. Prior to March 2014 amendments, the Revolver was scheduled to mature in January 2016 The amendments extended the maturity date to March 25, 2019; increased the expansion feature under the Revolver from $150 million to $200 million, subject certain conditions; and revised certain other terms, including a reduction of the fe are required to pay on the unused portion of the total commitment amount. We believe the extension of the maturity date of the Revolver to March 2019 helps to limit our exposure to potential tightening or other adverse changes in the credit markets. The September 15, 2014 amendment amended certain covenants to pern the issuance of the Senior Notes.
Borrowing availability under the Revolver is limited to a borrowing base which allows us to borrow up to 90% of the appraisal value of the inventory, in each ca plus 90% of eligible credit card receivables, net of certain reserves. The borrowin base provides for borrowing up to 92.5% of the appraisal value during the fiscal months of August through October. Letters of credit reduce the amount available borrow under the Revolver by an amount equal to the face value of the letters of credit. Our ability to pay cash dividends, redeem options and repurchase shares i generally permitted, except under certain circumstances, including if either 1) ex availability under the Revolver is less than 30%, or is projected to be within 12 months after such payment or 2) excess availability under the Revolver is less tha 15%, or is projected to be within 12 months after such payment, and the fixed ch coverage ratio, as calculated on a pro-forma basis for the prior 12 months is 1.1:1 less. In the event that excess availability under the Revolver is at any time less th the greater of (1) $30 million or (2) 10% of the lesser of the total commitment or borrowing base, we will be subject to a fixed charge coverage ratio covenant of 1.0:1.0.
The Revolver places certain restrictions on us and our subsidiaries, including limitations on asset sales, additional liens, investments, loans, guarantees, acquisitions and the incurrence of additional indebtedness. Absent consent from lenders, we may not incur more than $1 billion of senior secured debt and $750 million of additional unsecured indebtedness to be limited to

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$250 million in general unsecured obligations and $500 million in unsecured obligations to finance acquisitions valued at $500 million or more.
The per annum interest rate under the Revolver is variable and is calculated by applying a margin (1) for prime rate loans of 0.25% to 0.75% above the highest o the prime rate of the administrative agent, (b) the federal funds effective rate plus 0.50% or (c) the London Interbank Offered ("LIBO") rate for a 30-day interest p as determined on such day plus 1.00%, and (2) for LIBO rate loans of 1.25% to 1.75% above the LIBO rate. The applicable margin is determined quarterly as a function of our average daily excess availability under the facility. In addition, w required to pay a commitment fee of 0.25% for any unused portion of the total commitment under the Revolver. As of January 31, 2015, the applicable margin 0.25% for prime rate loans and 1.25% for LIBO rate loans.
The Revolver provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, failure to co with covenants, any material representation or warranty made by us or the borro proving to be false in any material respect, certain bankruptcy, insolvency or receivership events affecting us or our subsidiaries, defaults relating to certain ot indebtedness, imposition of certain judgments and mergers or the liquidation of t Company or certain of its subsidiaries. During fiscal 2014, we cumulatively borr and subsequently repaid $626.0 million under the Revolver. Our maximum borrowings outstanding during fiscal 2014 were $255.0 million. During fiscal 20 and fiscal 2012, we borrowed and repaid $130.0 million and $81.0 million, respectively, under the Revolver. Average borrowings under the Revolver for fis 2014 were $71.2 million. Our average interest rate on those outstanding borrowi for fiscal 2014 was 1.8%. As of January 31, 2015, total availability under the Revolver was $391.6 million, with no outstanding borrowings and outstanding standby letters of credit of $8.3 million. We are currently in compliance with the requirements of the Revolver.
In September 2007, our Luxembourg subsidiary entered into a discretionary $20 million Uncommitted Line of Credit (the "Line of Credit") with Bank of Americ There is no term associated with the Line of Credit and Bank of America may withdraw the facility at any time without notice. The Line of Credit is available t foreign subsidiaries for use primarily as a bank overdraft facility for short-term liquidity needs and for the issuance of bank guarantees and letters of credit to su operations. As of January 31, 2015, there were no cash overdrafts outstanding u the Line of Credit and bank guarantees outstanding totaled $2.9 million.
Uses of Capital
Our future capital requirements will depend upon the timing and extent of our ongoing investments in our Technology Brands businesses, our other strategic initiatives, and the number of new stores we open and the timing of those openin within a given fiscal year. We opened 49 Video Game Brands stores and opened acquired 284 Technology Brands stores in fiscal 2014, and we expect to open or acquire approximately 400-600 stores in fiscal 2015, including significant investments in our Technology Brands businesses. Capital expenditures for fisca 2015 are projected to be approximately $150-170 million, to be used primarily to fund continued growth of our Technology Brands businesses, distribution and information systems and other digital initiatives in support of our operations and store openings and store remodels.

We used cash to expand our operations through acquisitions. During fiscal 2014, fiscal 2013 and fiscal 2012, we used $89.7 million, $77.4 million and $1.5 millio respectively, for acquisitions, primarily related to the growth of our Technology Brands business.

Since January 2010, our Board of Directors has authorized several share repurch programs authorizing our management to repurchase our Class A Common Stoc Since the beginning of fiscal 2011, each individual authorization has been for $5 million. Our general practice is to seek Board of Directors' approval for a new authorization before the existing one is fully used to ensure that we are always ab repurchase shares. For fiscal 2012, we repurchased 19.9 million shares for an ave price per share of $20.60 and a total of $409.4 million. For fiscal 2013, we repurchased 6.3 million shares for an average price per share of $41.12 and a tota $258.3 million. For fiscal 2014, we repurchased 8.4 million shares for an averag price per share of $39.50 and a total of $333.4 million. Between February 1, 201 March 19, 2015, we have repurchased 0.5 million shares at an average price per of $38.26 for a total of $18.9 million and have $428.4 million remaining under o latest authorization from November 2014.

In February 2012, our Board of Directors approved the initiation of a quarterly ca dividend to our stockholders of Class A Common Stock. We paid a total of $0.8 share in dividends in fiscal 2012 and a total of $1.10 per share in fiscal 2013. In 2014, we paid dividends of $1.32 per share of Class A Common Stock, totaling approximately $148.8 million for the year. On March 3, 2015, our Board of Dire authorized an increase in our annual cash dividend from $1.32 to $1.44 per share Class A Common Stock. Future dividends will be subject to approval by our Boa Directors.

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Contractual Obligations

The following table sets forth our contractual obligations as of January 31, 2015:

Contractual Obligations	Payments Due by Period Total	Less Than 1 Year	1-3 Years	3-5 Years	More 5 Yea
	(In millions)				
Operating Leases	$1,085.5	$361.9	$436.8	$182.5	$104.
Purchase Obligations[1]	607.7	607.7	—	—	—
Senior Notes	350.0	—	—	350.0	—
Interest payments on Senior Notes	96.3	19.3	38.5	38.5	—
Total[2]	$2,139.5	$988.9	$475.3	$571.0	$104.

(1) Purchase obligations represent outstanding purchase orders for merchandise fi vendors. These purchase orders are generally cancelable until shipment of the products.

(2) As of January 31, 2015, we had $21.4 million of income tax liability re to unrecognized tax benefits in other long-term liabilities in our consolidated balance sheet. At the time of this filing, the settlement per for the noncurrent portion of our income tax liability (and the timing of related payments) cannot be reasonably determined and therefore these liabilities are excluded from the table above. In addition, certain payme related to unrecognized tax benefits would be partially offset by reducti in payments in other jurisdictions. See Note 13, "Income Taxes," to our consolidated financial statements for further information regarding our uncertain tax positions.

We lease retail stores, warehouse facilities, office space and equipment. These ar generally leased under noncancelable agreements that expire at various dates thro 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in s cases, percentage rentals and require us to pay all insurance, taxes and other maintenance costs. Percentage rentals are based on sales performance in excess o specified minimums at various stores. We do not have leases with capital improvement funding.

As of January 31, 2015, we had standby letters of credit outstanding in the amou $8.3 million and had bank guarantees outstanding in the amount of $16.6 million $12.4 million of which are cash collateralized.

Recent Accounting Standards and Pronouncements

In May 2014, as part of its ongoing efforts to assist in the convergence of U.S. G and International Financial Reporting Standards (“IFRS”), the Financial Accoun Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014- related to revenue recognition. The new guidance sets forth a new five-step reven recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenu recognition guidance that have historically existed in U.S. GAAP. The underlyin principle of the new standard is that a business or other organization will recogni revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidanc transactions that were not addressed completely in the prior accounting guidance ASU provides alternative methods of initial adoption and is effective for annual periods beginning after December 15, 2016 and interim periods within those ann periods. Early adoption is not permitted. We are currently evaluating the impact this standard will have on our consolidated financial statements as well as the appropriate method of adoption.

In April 2014, the FASB issued ASU 2014-08 related to reporting discontinued operations and disclosures of disposals of components of an entity. Specifically, ASU amends the definition of a discontinued operation, expands disclosure requirements for transactions that meet the definition of a discontinued operation requires entities to disclose additional information about individually significant components that are disposed of or held for sale and do not qualify as discontinu operations. Additionally, entities will be required to reclassify assets and liabiliti a discontinued operation for all comparative periods presented in the statement o financial position and to separately present certain information related to the operating and investing cash flows of the discontinued operation, for all compara periods, in the statement of cash flows. The ASU is effective for us beginning in first quarter of our fiscal year ending January 30, 2016 and will be adopted on a prospective basis for all disposals (except disposals classified as held for sale pri the adoption date) or components initially classified as held for sale in periods beginning on or after the adoption date, with early adoption permitted. We are currently evaluating the impact that this standard will have on our consolidated financial statements.

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Seasonality

Our business, like that of many retailers, is seasonal, with the major portion of sa and operating profit realized during the fourth quarter which includes the holiday selling season. Results for any quarter are not necessarily indicative of the results may be achieved for a full fiscal year. Quarterly results may fluctuate materially depending upon, among other factors, the timing of new product introductions ar new store openings, sales contributed by new stores, increases or decreases in comparable store sales, the nature and timing of acquisitions, adverse weather conditions, shifts in the timing of certain holidays or promotions and changes in merchandise mix.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk due to foreign currency and interest rate fluctuatio each as described more fully below.

Foreign Currency Risk

We use forward exchange contracts, foreign currency options and cross-currency swaps (together, the “foreign currency contracts”) to manage currency risk prima related to intercompany loans denominated in non-functional currencies and cert foreign currency assets and liabilities. The foreign currency contracts are not designated as hedges and, therefore, changes in the fair values of these derivative recognized in earnings, thereby offsetting the current earnings effect of the re-measurement of related intercompany loans and foreign currency assets and liabilities. For the fiscal year ended January 31, 2015, we recognized a $28.9 mil gain in selling, general and administrative expenses related to derivative instrum The aggregate fair value of the foreign currency contracts as of January 31, 2015 a net asset of $18.4 million as measured by observable inputs obtained from mar news reporting services, such as Bloomberg and The Wall Street Journal, and industry-standard models that consider various assumptions, including quoted forward prices, time value, volatility factors, and contractual prices for the under instruments, as well as other relevant economic measures. A hypothetical strengthening or weakening of 10% in the foreign exchange rates underlying the foreign currency contracts from the market rate as of January 31, 2015 would res a gain or loss in value of the forwards, options and swaps of $13.2 million.

We do not use derivative financial instruments for trading or speculative purpose

We are exposed to counterparty credit risk on all of our derivative financial instruments and cash equivalent investments. We manage counterparty risk acco to the guidelines and controls established under comprehensive risk management investment policies. We continuously monitor our counterparty credit risk and ut a number of different counterparties to minimize our exposure to potential defau We do not require collateral under derivative or investment agreements.

Interest Rate Risk

Our Revolver’s per annum interest rate is variable and is based on one of (i) the U.S. prime rate, (ii) the LIBO rate or (iii) the U.S. federal funds rate. Our Senior Notes' per annum interest rate is fixed. We do not use derivative financial instrur to hedge interest rate exposure. We limit our interest rate risks by investing our excess cash balances in short-term, highly-liquid instruments with a maturity of o year or less. We do not expect any material losses from our invested cash balanc Additionally, a hypothetical 10% adverse movement in interest rates would not h

a material impact on our financial condition, results of operations or cash flows a
we therefore believe that we do not have significant interest rate exposure.

Item 8. Financial Statements and Supplementary Data

See Item 15(a)(1) and (2) of this Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management conducted ar evaluation, under the supervision and with the participation of our principal exec officer and principal financial officer, of our disclosure controls and procedures (defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) at the reasona assurance level. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by t report, our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and that our

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disclosure controls and procedures are effective at the reasonable assurance level. Notwithstanding the foregoing, a control system, no matter how well designed ar operated, can provide only reasonable, not absolute, assurance that it will detect o uncover failures to disclose material information otherwise required to be set fort our periodic reports.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate interna control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation o our management, including our principal executive officer and principal financia officer, we conducted an evaluation of the effectiveness of our internal control ov financial reporting based on the framework in Internal Control — Integrated Fran (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our evaluation under the framework in Interna Control — Integrated Framework, our management concluded that our internal c over financial reporting was effective at the reasonable assurance level as of Janu 31, 2015.

The effectiveness of our internal control over financial reporting as of January 31 2015 has been audited by Deloitte & Touche LLP, an independent registered pub accounting firm, as stated in their report which is included in this Form 10-K on 54.

In 2013, COSO released an update to the 1992 Integrated Framework, which is commonly referred to as the COSO 2013 Integrated Framework. We are currentl the process of transitioning our internal controls over financial reporting to be in compliance with the COSO 2013 Integrated Framework.

There was no change in our internal control over financial reporting (as such term defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our mo recently completed fiscal quarter that has materially affected, or is reasonably lik to materially affect, our internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GameStop Corp
Dallas, Texas

We have audited the internal control over financial reporting of GameStop Corp. subsidiaries (the "Company") as of January 31, 2015, based on criteria establishe Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financ reporting and for its assessment of the effectiveness of internal control over finan reporting, included in the accompanying Management's Annual Report on Intern Control Over Financial Reporting. Our responsibility is to express an opinion on Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we pla and perform the audit to obtain reasonable assurance about whether effective inte control over financial reporting was maintained in all material respects. Our audi included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the desi and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstanc We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, o under the supervision of, the company's principal executive and principal financi officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assur regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounti principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions o assets of the company; (2) provide reasonable assurance that transactions are rec as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of t company are being made only in accordance with authorizations of management directors of the company; and (3) provide reasonable assurance regarding preven or timely detection of unauthorized acquisition, use, or disposition of the compa assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of contr material misstatements due to error or fraud may not be prevented or detected on timely basis. Also, projections of any evaluation of the effectiveness of the intern control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the de of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective intern control over financial reporting as of January 31, 2015, based on the criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statemen and financial statement schedule as of and for the 52 week period ended January 2015 of the Company and our report dated March 30, 2015 expressed an unquali opinion on those consolidated financial statements and financial statement sched

/s/ DELOITTE & TOUCHE L
DELOITTE & TOUCHE LLP

Dallas, Texas
March 30, 2015

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Item 9B. Other Information

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance*

Code of Ethics

We have adopted a Code of Ethics for Senior Financial and Executive Officers t
applicable to our Executive Chairman, Chief Executive Officer, Chief Operating
Officer, Chief Financial Officer, Chief Accounting Officer, any Executive Vice
President and any Vice President employed in a finance or accounting role. We h
also adopted a Code of Standards, Ethics and Conduct applicable to all of our
management-level employees. Each of the Code of Ethics and Code of Standard
Ethics and Conduct are available on our website at www.gamestop.com.

In accordance with SEC rules, we intend to disclose any amendment (other than
technical, administrative, or other non-substantive amendment) to either of the a
Codes, or any waiver of any provision thereof with respect to any of the executiv
officers listed in the paragraph above, on our website (www.gamestop.com) with
four business days following such amendment or waiver.

Item 11. Executive Compensation*

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

Item 13. Certain Relationships and Related Transactions, and Director Independe

Item 14. Principal Accountant Fees and Services*

* The information not otherwise provided herein that is required by Items 10, 1
12, 13 and 14 will be set forth in the definitive proxy statement relating to our 20
Annual Meeting of Stockholders to be held on or around June 23, 2015, which is
be filed with the SEC pursuant to Regulation 14A under the Securities Exchange
of 1934, as amended. This definitive proxy statement relates to a meeting of
stockholders involving the election of directors and the portions therefrom requi
be set forth in this Form 10-K by Items 10, 11, 12, 13 and 14 are incorporated he
by reference pursuant to General Instruction G(3) to Form 10-K.

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PART IV

Item 15. Exhibits and Financial Statement Schedules
(a) The following documents are filed as a part of this Form 10-K:
(1) Index and Consolidated Financial Statements
The list of consolidated financial statements set forth in the accompanying Index Consolidated Financial Statements at page F-1 herein is incorporated herein by reference. Such consolidated financial statements are filed as part of this Form 1
(2) Financial Statement Schedules required to be filed by Item 8 of this Form 10-
The following financial statement schedule for the 52 weeks ended January 31, 2 52 weeks ended February 1, 2014 and the 53 weeks ended February 2, 2013 is fi as part of this Form 10-K and should be read in conjunction with our Consolidate Financial Statements appearing elsewhere in this Form 10-K. All other schedules omitted because they are not applicable.
(b) Exhibits
The information required by this Section (b) of Item 15 is set forth on the Exhibi Index that follows the Consolidated Financial Statements and Notes to Consolida Financial Statements appearing elsewhere in this Form 10-K.

Schedule II — Valuation and Qualifying Accounts
For the 52 weeks ended January 31, 2015, 52 weeks ended February 1, 2014 and 53 weeks ended February 2, 2013:

	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts-Accounts Payable (1)	Deductions-Write-Offs Net of Recoveries	Balan End o Perio
	(In millions)				
Inventory Reserve, deducted from asset accounts					
52 Weeks Ended January 31, 2015	$76.5	$40.9	$55.8	$ 103.9	$69.3
52 Weeks Ended February 1, 2014	83.8	40.6	32.0	79.9	76.5
53 Weeks Ended February 2, 2013	67.7	43.1	31.6	58.6	83.8

(1) Consists primarily of amounts received from vendors for defective allowance

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange A
1934, the registrant has duly caused this Form 10-K to be signed on its behalf by
undersigned, thereunto duly authorized.

GAMESTOP CORP.

By: /s/ J. PAUL RAINES
J. Paul Raines
Chief Executive Officer a
Director

Date: March 30, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form
has been signed below by the following persons on behalf of the registrant and i
capacities and on the dates indicated.

Name	Capacity	Date
/s/ J. PAUL RAINES J. Paul Raines	Chief Executive Officer and Director (Principal Executive Officer)	March 30,
/s/ DANIEL A. DEMATTEO Daniel A. DeMatteo	Executive Chairman and Director	March 30,
/s/ ROBERT A. LLOYD Robert A. Lloyd	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 30,
/s/ TROY W. CRAWFORD Troy W. Crawford	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	March 30,
/s/ JEROME L. DAVIS Jerome L. Davis	Director	March 30,
/s/ R. RICHARD FONTAINE R. Richard Fontaine	Director	March 30,
/s/ THOMAS N. KELLY JR. Thomas N. Kelly Jr.	Director	March 30,
/s/ SHANE S. KIM Shane S. Kim	Director	March 30,
/s/ STEVEN R. KOONIN	Director	March 30,

Steven R. Koonin		
/s/ STEPHANIE M. SHERN Stephanie M. Shern	Director	March 30,
/s/ GERALD R. SZCZEPANSKI Gerald R. Szczepanski	Director	March 30,
/s/ KATHY P. VRABECK Kathy P. Vrabeck	Director	March 30,
/s/ LAWRENCE S. ZILAVY Lawrence S. Zilavy	Director	March 30,

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INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GameStop Corp.
Grapevine, Texas

We have audited the accompanying consolidated balance sheets of GameStop Co and subsidiaries (the "Company") as of January 31, 2015 and February 1, 2014, a the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the 52 week periods ended Janua 31, 2015 and February 1, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15. These consolidated financial statements a financial statement schedule are the responsibility of the Company's managemen Our responsibility is to express an opinion on the consolidated financial statemen and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Compan Accounting Oversight Board (United States). Those standards require that we pla and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a t basis, evidence supporting the amounts and disclosures in the financial statement An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial staten presentation. We believe that our audits provide a reasonable basis for our opinio

In our opinion, such consolidated financial statements present fairly, in all mater respects, the financial position of GameStop Corp. and subsidiaries as of January 2015 and February 1, 2014, and the results of their operations and their cash flov each of the 52 week periods ended January 31, 2015 and February 1, 2014, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when consider relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control ove financial reporting as of January 31, 2015, based on the criteria established in Int Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 30, 201 expressed an unqualified opinion on the Company's internal control over financi reporting.

/s/ DELOITTE & TOUCHE L
DELOITTE & TOUCHE LLP

Dallas, Texas

March 30, 2015

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GameStop Corp.
Grapevine, Texas

We have audited the accompanying consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows of GameStop Corp. for the 53 week period ended February 2, 2013. In connection with our aud the financial statements, we have also audited the financial statement schedule lis in Item 15(a)(2) of this Form 10-K. These financial statements and schedule are t responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we pla and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a t basis, evidence supporting the amounts and disclosures in the financial statement assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial staten and schedule. We believe that our audit provides a reasonable basis for our opini

In our opinion, the consolidated financial statements referred to above present fa in all material respects, the results of operations and cash flows of GameStop Co for the 53 week period ended February 2, 2013, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedule, when considered in relatio the basic consolidated financial statements taken as a whole, presents fairly, in al material respects, the information set forth therein.

/s/ BDO USA, LLP
BDO USA, LLP

Dallas, TX
April 3, 2013

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GAMESTOP CORP.
CONSOLIDATED BALANCE SHEETS

	January 31, 2015	February 2014
	(In millions, except par per share)	
ASSETS		
Current assets:		
Cash and cash equivalents	$610.1	$536.2
Receivables, net	113.5	84.4
Merchandise inventories, net	1,144.8	1,198.9
Deferred income taxes — current	65.6	51.7
Prepaid expenses and other current assets	128.5	78.4
Total current assets	2,062.5	1,949.6
Property and equipment:		
Land	18.3	20.4
Buildings and leasehold improvements	609.2	609.6
Fixtures and equipment	888.2	841.8
Total property and equipment	1,515.7	1,471.8
Less accumulated depreciation	1,061.5	995.6
Net property and equipment	454.2	476.2
Goodwill	1,390.4	1,414.7
Other intangible assets, net	237.8	194.3
Other noncurrent assets	101.4	56.6
Total noncurrent assets	2,183.8	2,141.8
Total assets	$4,246.3	$4,091.4
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$815.6	$783.9
Accrued liabilities	803.6	861.7
Income taxes payable	15.4	78.0
Notes payable	5.1	2.4
Total current liabilities	1,639.7	1,726.0
Deferred income taxes	95.9	37.4
Long-term debt	350.6	1.6
Other long-term liabilities	92.4	75.0
Total long-term liabilities	538.9	114.0
Total liabilities	2,178.6	1,840.0
Commitments and contingencies (Notes 11 and 12)		
Stockholders' equity:		
Preferred stock — authorized 5.0 shares; no shares issued or outstanding	—	—
Class A common stock — $.001 par value; authorized 300.0 shares; 107.7 and 115.3 shares issued, 107.7 and 115.3 shares outstanding, respectively	0.1	0.1
Additional paid-in-capital	—	172.9

Accumulated other comprehensive income (loss)	(25.4)	82.5
Retained earnings	2,093.0	1,995.9
Total stockholders' equity	2,067.7	2,251.4
Total liabilities and stockholders’ equity	$4,246.3	$4,091.4

See accompanying notes to consolidated financial statements.

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GAMESTOP CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 Weel Ended Februar 2013
	(In millions, except per share data)		
Net sales	$9,296.0	$9,039.5	$8,886.
Cost of sales	6,520.1	6,378.4	6,235.2
Gross profit	2,775.9	2,661.1	2,651.5
Selling, general and administrative expenses	2,001.0	1,892.4	1,835.9
Depreciation and amortization	154.4	166.5	176.5
Goodwill impairments	—	10.2	627.0
Asset impairments	2.2	18.5	53.7
Operating earnings (loss)	618.3	573.5	(41.6
Interest income	(0.7)	(0.9)	(0.9
Interest expense	10.7	5.6	4.2
Earnings (loss) before income tax expense	608.3	568.8	(44.9
Income tax expense	215.2	214.6	224.9
Net income (loss)	393.1	354.2	(269.8
Net loss attributable to noncontrolling interests	—	—	0.1
Net income (loss) attributable to GameStop Corp.	$393.1	$354.2	$(269.7
Basic net income (loss) per common share attributable to GameStop Corp.	$3.50	$3.02	$(2.13
Diluted net income (loss) per common share attributable to GameStop Corp.	$3.47	$2.99	$(2.13
Weighted average shares of common stock outstanding — basic	112.2	117.2	126.4
Weighted average shares of common stock outstanding — diluted	113.2	118.4	126.4

See accompanying notes to consolidated financial statements.

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GAMESTOP CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 Weel Ended Februar 2013
	(In millions)		
Net income (loss)	$393.1	$354.2	$(269.8
Other comprehensive loss:			
Foreign currency translation adjustments	(107.9)	(81.9)	(5.4
Total comprehensive income (loss)	285.2	272.3	(275.2
Comprehensive loss attributable to noncontrolling interests	—	—	0.2
Comprehensive income (loss) attributable to GameStop Corp.	$285.2	$272.3	$(275.0

See accompanying notes to consolidated financial statements.

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GAMESTOP CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	GameStop Corp. Stockholders						
	Class A Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Noncontrolling Interest	Tota
	Shares	Common Stock					
	(In millions)						
Balance at January 29, 2012	136.8	$ 0.1	$ 726.6	$ 169.7	$2,145.7	$ (1.9)	$3,0
Purchase of subsidiary shares from noncontrolling interest	—	—	(2.1)	—	—	2.1	—
Net loss for the 53 weeks ended February 2, 2013	—	—	—	—	(269.7)	(0.1)	(269
Foreign currency translation	—	—	—	(5.3)	—	(0.1)	(5.4
Dividends(1)					(102.5)		(102
Stock-based compensation	—	—	19.6	—	—	—	19.6
Repurchases of common stock	(19.9)	—	(409.4)	—	—	—	(409
Issuance of common stock, net of tax impact of share-based compensation of $2.0	1.3	—	13.6	—	—	—	13.6
Balance at February 2, 2013	118.2	0.1	348.3	164.4	1,773.5	—	2,28
Net income for the 52 weeks ended February 1, 2014	—	—	—	—	354.2	—	354.
Foreign currency translation	—	—	—	(81.9)	—	—	(81.9
Dividends(1)	—	—	—	—	(131.8)	—	(131

Stock-based compensation	—	—	19.4	—	—	—	19.4
Repurchases of common stock	(6.3)	—	(258.3)	—	—	—	(258
Issuance of common stock, net of tax impact of share-based compensation of $11.1	3.4	—	63.5	—	—	—	63.5
Balance at February 1, 2014	115.3	0.1	172.9	82.5	1,995.9	—	2,25
Net income for the 52 weeks ended January 31, 2015	—	—	—	—	393.1	—	393.
Foreign currency translation	—	—	—	(107.9)	—	—	(107
Dividends[1]	—	—	—	—	(151.6)	—	(151
Stock-based compensation	—	—	21.5	—	—	—	21.5
Repurchases of common stock	(8.4)	—	(189.0)	—	(144.4)	—	(333
Issuance of common stock, net of tax impact of share-based compensation of $5.3	0.8	—	(5.4)	—	—	—	(5.4
Balance at January 31, 2015	107.7	$ 0.1	$ —	$ (25.4)	$ 2,093.0	$ —	$ 2,0

(1) Dividends declared per common share were $0.80 in the 53 weeks ended Feb 2, 2013, $1.10 in the 52 weeks ended February 1, 2014 and $1.32 in the 52 w ended January 31, 2015.

See accompanying notes to consolidated financial statements.

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GAMESTOP CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 W Endec Febru 2, 201
	(In millions)		
Cash flows from operating activities:			
Net income (loss)	$393.1	$354.2	$(269
Adjustments to reconcile net income (loss) to net cash flows provided by operating activities:			
Depreciation and amortization (including amounts in cost of sales)	156.5	169.2	178.9
Impairments of goodwill and other long-lived assets	2.2	28.7	680.7
Stock-based compensation expense	21.5	19.4	19.6
Deferred income taxes	9.2	(2.7)	(58.2
Excess tax benefits related to stock-based awards	(5.7)	(12.4)	(1.3
Loss on disposal of property and equipment	4.7	7.1	13.0
Other	(16.1)	40.0	44.3
Changes in operating assets and liabilities:			
Receivables, net	(44.3)	(1.4)	(8.1
Merchandise inventories	(24.8)	(86.9)	(63.8
Prepaid expenses and other current assets	(1.7)	(9.7)	27.8
Prepaid income taxes and income taxes payable	(82.3)	(19.8)	25.9
Accounts payable and accrued liabilities	59.4	302.4	25.9
Changes in other long-term liabilities	8.8	(25.4)	(4.7
Net cash flows provided by operating activities	480.5	762.7	610.2
Cash flows from investing activities:			
Purchase of property and equipment	(159.6)	(125.6)	(139.
Acquisitions, net of cash acquired of $3.6, $1.8 and $ —, respectively	(89.7)	(77.4)	(1.5
Proceeds from divestiture	12.4	—	—
Other	1.0	(4.5)	(11.6
Net cash flows used in investing activities	(235.9)	(207.5)	(152.
Cash flows from financing activities:			
Repayment of acquisition-related debt	—	(31.8)	—
Repurchase of common shares	(331.1)	(258.3)	(409.
Dividends paid	(148.8)	(130.9)	(102.
Proceeds from senior notes	350.0	—	—
Borrowings from the revolver	626.0	130.0	81.0
Repayments of revolver borrowings	(626.0)	(130.0)	(81.0
Payments of financing costs	(7.7)	—	—
Issuance of common stock, net of share repurchases for withholdings taxes	0.7	58.0	11.6
Excess tax benefits related to stock-based awards	5.7	12.4	1.3
Net cash flows used in financing activities	(131.2)	(350.6)	(498.
Exchange rate effect on cash and cash equivalents	(39.5)	(42.8)	(0.4

Increase (decrease) in cash and cash equivalents	73.9	161.8	(41.4
Cash and cash equivalents at beginning of period	536.2	374.4	415.8
Cash and cash equivalents at end of period	$610.1	$536.2	$374.
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	$2.7	$2.7	$2.7
Income taxes paid	$265.9	$238.0	$246.

See accompanying notes to consolidated financial statements.

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GAMESTOP CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
1. Nature of Operations and Summary of Significant Accounting Policies
Background

GameStop Corp. (“GameStop,” “we,” “us,” “our,” or the “Company”) is a globa specialty retail brands that makes the most popular technologies affordable and simple. As the world's largest multichannel video game retailer, we sell new and pre-owned video game hardware, physical and digital video game software, vide game accessories, as well as new and pre-owned mobile and consumer electronic products and other merchandise primarily through our GameStop, EB Games and Micromania stores. As of January 31, 2015, we operated 6,690 stores, in the Uni States, Australia, Canada and Europe, which are primarily located in major shop malls and strip centers. We also operate electronic commerce websites www.gamestop.com, www.ebgames.com.au, www.ebgames.co.nz, www.gamestop.ca, www.gamestop.it, www.gamestop.ie, www.gamestop.de, www.gamestop.co.uk and www.micromania.fr. The network also includes: www.kongregate.com, a leading browser-based game site; Game Informer maga the world's leading print and digital video game publication; and iOS and Androi mobile applications. We also own and operate Spring Mobile, an authorized AT& reseller operating AT&T branded wireless retail stores and pre-paid wireless stor under the name Cricket Wireless (an AT&T brand) in the United States, as well a certified Apple reseller selling Apple consumer electronic products in the United States under the name Simply Mac. We operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe; and a Technolog Brands segment, which includes the operations of our Spring Mobile managed A and Cricket Wireless branded stores and our Simply Mac business.

Our largest vendors worldwide are Sony, Microsoft, Nintendo and Activision, w accounted for 24%, 17%, 11% and 10%, respectively, of our new product purcha in fiscal 2014, 20%, 15%, 12% and 10%, respectively, in fiscal 2013 and 17%, 1 14% and 16%, respectively, in fiscal 2012. In addition, Take-Two Interactive accounted for 11% of our new product purchases in fiscal 2013, and Electronic A Inc. accounted for 10% and 11% of our new product purchases in fiscal 2013 and 2012, respectively.

Basis of Presentation and Consolidation

Our consolidated financial statements include our accounts and the accounts of o wholly-owned subsidiaries and our majority-owned subsidiaries. All intercompa accounts and transactions have been eliminated in consolidation. All dollar and s amounts (other than dollar amounts per share) in the consolidated financial statements are stated in millions unless otherwise indicated.

Our fiscal year is composed of the 52 or 53 weeks ending on the Saturday closes the last day of January. Fiscal 2014 consisted of the 52 weeks ended on January 2015 ("fiscal 2014"). Fiscal 2013 consisted of the 52 weeks ended on February 1 2014 ("fiscal 2013"). Fiscal 2012 consisted of the 53 weeks ended on February 2 2013 ("fiscal 2012").

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires us to mak estimates and assumptions that affect the reported amounts of assets and liabiliti the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporti period. In preparing these financial statements, we have made our best estimates judgments of certain amounts included in the financial statements, giving due consideration to materiality. Changes in the estimates and assumptions used by u could have a significant impact on our financial results. Actual results could diff from those estimates.

Cash and Cash Equivalents

We consider all short-term, highly-liquid instruments purchased with an original maturity of three months or less to be cash equivalents. Our cash and cash equiva are carried at cost, which approximates market value, and consist primarily of tin deposits with highly rated commercial banks. From time to time depending upon interest rates, credit worthiness and other factors, we invest in money market investment funds holding direct U.S. Treasury obligations.

Restricted Cash

We consider bank deposits serving as collateral for bank guarantees issued on be of our foreign subsidiaries as restricted cash, which is included in other noncurre assets in our consolidated balance sheets. Our restricted cash was $12.7 million a $16.4 million as of January 31, 2015 and February 1, 2014, respectively.

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GAMESTOP CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Merchandise Inventories
Our merchandise inventories are carried at the lower of cost or market generally the average cost method. Under the average cost method, as new product is recei from vendors, its current cost is added to the existing cost of product on-hand an amount is re-averaged over the cumulative units. Pre-owned video game product traded in by customers are recorded as inventory at the amount of the store credit given to the customer. We are required to make adjustments to inventory to refle potential obsolescence or over-valuation as a result of cost exceeding market. In valuing inventory, we consider quantities on hand, recent sales, potential price protections, returns to vendors and other factors.
Our ability to assess these factors is dependent upon our ability to forecast custo demand and to provide a well-balanced merchandise assortment. Inventory is adjusted based on anticipated physical inventory losses or shrinkage and actual l resulting from periodic physical inventory counts. Inventory reserves as of January 31, 2015 and February 1, 2014 were $69.3 million and $76.5 million, respectively.
Property and Equipment
Property and equipment are carried at cost less accumulated depreciation and amortization. Depreciation on furniture, fixtures and equipment is computed usi straight-line method over their estimated useful lives ranging from two to ten ye Maintenance and repairs are expensed as incurred, while betterments and major remodeling costs are capitalized. Leasehold improvements are capitalized and amortized over the shorter of their estimated useful lives or the terms of the respective leases, including option periods in which the exercise of the option is reasonably assured (generally ranging from three to ten years). Costs incurred in purchasing management information systems are capitalized and included in pro and equipment. These costs are amortized over their estimated useful lives from date the systems become operational. Our total depreciation expense was $144.5 million, $152.9 million and $163.1 million during fiscal 2014, fiscal 2013 and fi 2012, respectively.
We periodically review our property and equipment when events or changes in circumstances indicate that their carrying amounts may not be recoverable or the depreciation or amortization periods should be accelerated. We assess recoverab based on several factors, including our intention with respect to our stores and th stores' projected undiscounted cash flows. An impairment loss would be recogni for the amount by which the carrying amount of the assets exceeds their fair valu approximated by the present value of their projected discounted cash flows. We recorded impairment losses of $2.2 million, $18.5 million and $8.8 million in fis 2014, fiscal 2013 and fiscal 2012, respectively. See Note 2, "Asset Impairments, further information regarding our asset impairment charges.
Goodwill & Intangible Assets
See Note 9, "Goodwill and Intangible Assets," for additional information regardi our accounting policies for goodwill and intangible assets.
Revenue Recognition
We recognize revenue when the sales price is fixed or determinable, collection is

reasonably assured and the customer takes possession of the merchandise, or in t
case of commissions, when the commission-generating activity has been perform
Revenue from the sales of our products is recognized at the time of sale, net of sa
discounts and net of an estimated sales return reserve, based on historical return r
with a corresponding reduction in cost of sales. Our sales return policy is general
limited to less than 30 days and as such our sales returns are, and have historicall
been, immaterial.

The sales of pre-owned video game products are recorded at the retail price charg
to the customer. Advertising revenues for Game Informer are recorded upon rele
of magazines for sale to consumers. Subscription revenues for our PowerUp Rew
loyalty program and magazines are recognized on a straight-line basis over the
subscription period. Revenue from the sales of product replacement plans is
recognized on a straight-line basis over the coverage period. Customer liabilities
other deferred revenues for our PowerUp Rewards loyalty program, gift cards,
customer credits, magazines and product replacement plans are included in accru
liabilities (see Note 8, "Accrued Liabilities").

We also sell a variety of digital products which generally allow consumers to
download software or play games on the internet. Certain of these products do no
require us to purchase inventory or take physical possession of, or take title to,
inventory. When purchasing these products from us, consumers pay a retail price
we earn a commission based on a percentage of the retail sale as negotiated with
product publisher. We recognize these commissions as revenue at the time of sal
these digital products.

In addition to our product sales, our Spring Mobile business earns commission
revenue as an AT&T authorized dealer related to the activation of new wireless
customers, the activation of enhanced or upgraded features on existing wireless
customer plans and certain other commission incentive opportunities that may be
offered to us by AT&T. We have determined that we are not

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deemed the obligor on the underlying wireless services contracts that give rise to commission revenue; therefore, commission revenue is recognized at the point at which the commission-generating activity has been performed, which is generall driven by customer activation. Commissions are recognized net of an allowance chargebacks from AT&T for estimated customer cancellations, which is periodic assessed and adjusted to reflect historical cancellation experience.

Revenues do not include sales taxes or other taxes collected from customers.

Cost of Sales and Selling, General and Administrative Expenses Classification

The classification of cost of sales and selling, general and administrative expense varies across the retail industry. We include purchasing, receiving and distributio costs in selling, general and administrative expenses, rather than in cost of sales, the consolidated statements of operations. For the 52 weeks ended January 31, 20 the 52 weeks ended February 1, 2014 and the 53 weeks ended February 2, 2013, purchasing, receiving and distribution costs amounted to $50.3 million, $56.4 mi and $58.8 million, respectively.

We include processing fees associated with purchases made by check and credit in cost of sales, rather than selling, general and administrative expenses, in the consolidated statements of operations. For the 52 weeks ended January 31, 2015, 52 weeks ended February 1, 2014 and the 53 weeks ended February 2, 2013, thes processing fees amounted to $66.4 million, $61.5 million and $54.2 million, respectively.

Customer Liabilities

We establish a liability upon the issuance of merchandise credits and the sale of g cards. Revenue is subsequently recognized when the credits and gift cards are redeemed. In addition, breakage is recognized quarterly on unused customer liabilities older than two years to the extent that our management believes the likelihood of redemption by the customer is remote, based on historical redempti patterns. To the extent that future redemption patterns differ from those historica experienced, there will be variations in the recorded breakage. Breakage is record in cost of sales in our consolidated statements of operations.

Advertising Expenses

We expense advertising costs for newspapers and other media when the advertisi takes place. Advertising expenses for television, newspapers and other media du the 52 weeks ended January 31, 2015, the 52 weeks ended February 1, 2014 and 53 weeks ended February 2, 2013 were $64.1 million, $57.8 million and $63.9 million, respectively.

Loyalty Expenses

Our PowerUp Rewards loyalty program allows enrolled members to earn points purchases that can be redeemed for rewards that include discounts or merchandis We estimate the net cost of the rewards that will be issued and redeemed and rec this cost and the associated balance sheet liability as points are accumulated by loyalty program members. The two primary estimates utilized to record the balan sheet liability for loyalty points earned by members are the estimated redemption and the estimated weighted-average cost per point redeemed. Our management u historical redemption rates experienced under the loyalty program as a basis to estimate the ultimate redemption rate of points earned. A weighted-average cost point redeemed is used to estimate future redemption costs. The weighted-averag cost per point redeemed is based on our most recent actual costs incurred to fulfi points that have been redeemed by our loyalty program members and is adjusted appropriate for recent changes in redemption costs, including the mix of rewards redeemed. We continually evaluate our methodology and assumptions based on developments in redemption patterns, cost per point redeemed and other factors. Changes in the ultimate redemption rate and weighted-average cost per point redeemed have the effect of either increasing or decreasing the liability through t current period provision by an amount estimated to cover the cost of all points previously earned but not yet redeemed by loyalty program members as of the en the reporting period.

Historically, the cost was recognized in selling, general and administrative exper and the associated liability was included in accrued liabilities. However, beginni the fourth quarter of 2013, we determined that the net cost of the rewards that wi issued and redeemed would be better presented as cost of sales. The cost of administering the loyalty program, including program administration fees, progra communications and cost of loyalty cards, is recognized in selling, general and administrative expenses. The cost of free or discounted products recognized in co sales for the 52 weeks ended January 31, 2015 and the 52 weeks ended February 2014 was $30.9 million and $18.2 million, respectively. The cost of free or discounted products recognized in general and administrative expenses, as discus above, for the 53 weeks ended February 2, 2013 was $31.2 million. The reserve i released when loyalty program members redeem their respective points and the corresponding rewards are recorded to cost of goods sold in the period of redemp

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GAMESTOP CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Income Taxes

Income tax expense includes federal, state, local and international income taxes. Income taxes are accounted for utilizing an asset and liability approach and defe tax assets and liabilities are recognized for the tax consequences of temporary differences between the financial reporting basis and the tax basis of existing ass and liabilities using enacted tax rates. Deferred tax assets and liabilities are meas using the enacted tax rates expected to apply to taxable income in the years in wh those temporary differences are expected to be recovered or settled. The effect o deferred tax assets and liabilities of a change in tax rates is recognized in the peri that includes the enactment date. Valuation allowances are recorded to reduce deferred tax assets to the amount that will more likely than not be realized. In accordance with GAAP, we maintain liabilities for uncertain tax positions until examination of the tax year is completed by the applicable taxing authority, avail review periods expire or additional facts and circumstances cause us to change o assessment of the appropriate accrual amount. See Note 13, "Income Taxes," for additional information.

We plan on permanently reinvesting our undistributed foreign earnings outside t United States. Where foreign earnings are permanently reinvested, no provision federal income or foreign withholding taxes is made. Should we have undistribut foreign earnings that are not permanently reinvested, United States income tax expense and foreign withholding taxes will be provided for at the time the earnin are generated.

Lease Accounting

We lease retail stores, warehouse facilities, office space and equipment. These a generally leased under noncancelable agreements that expire at various dates thr 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in s cases, percentage rentals and require us to pay all insurance, taxes and other maintenance costs. Leases with step rent provisions, escalation clauses or other l concessions are accounted for on a straight-line basis over the lease term, which includes renewal option periods when we are reasonably assured of exercising th renewal options and includes “rent holidays” (periods in which we are not obliga pay rent). Cash or lease incentives received upon entering into certain store lease (“tenant improvement allowances”) are recognized on a straight-line basis as a reduction to rent expense over the lease term, which includes renewal option per when we are reasonably assured of exercising the renewal options. We record th unamortized portion of tenant improvement allowances as a part of deferred rent do not have leases with capital improvement funding. Percentage rentals are bas sales performance in excess of specified minimums at various stores and are accounted for in the period in which the amount of percentage rentals can be accurately estimated.

Foreign Currency Translation

We have determined that the functional currencies of our foreign subsidiaries are subsidiaries’ local currencies. The assets and liabilities of the subsidiaries are translated at the applicable exchange rate as of the end of the balance sheet date a revenue and expenses are translated at an average rate over the period. Currency translation adjustments are recorded as a component of other comprehensive inc Transaction and derivative net gains are included in selling, general and administrative expenses and were $2.5 million, $3.3 million and $2.5 million for 52 weeks ended January 31, 2015, the 52 weeks ended February 1, 2014 and the weeks ended February 2, 2013, respectively. The foreign currency transaction ga and losses are primarily due to the decrease or increase in the value of the U.S. d compared to the functional currencies of the countries in which we operate internationally. The foreign currency transaction gains and losses are primarily d fluctuations in the value of the U.S. dollar compared to the Australian dollar, Canadian dollar and Euro.

We use forward exchange contracts, foreign currency options and cross-currency swaps (together, the "foreign currency contracts") to manage currency risk prima related to foreign-currency denominated intercompany assets and liabilities and certain other foreign currency assets and liabilities. These foreign currency contr are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings eff of the re-measurement of related intercompany loans and foreign currency assets liabilities. See Note 6, "Fair Value Measurements and Financial Instruments," fo additional information regarding our foreign currency contracts.

New Accounting Pronouncements

In May 2014, as part of its ongoing efforts to assist in the convergence of U.S. G and International Financial Reporting Standards ("IFRS"), the Financial Accoun Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014- related to revenue recognition. The new guidance sets forth a new five-step reve recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenu recognition guidance that have historically existed in U.S. GAAP. The underlyin principle of the new standard is that a business or other organization will recogni revenue to depict the transfer of promised goods or services to customers in an amount that reflects

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GAMESTOP CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

what it expects in exchange for the goods or services. The standard also requires detailed disclosures and provides additional guidance for transactions that were r addressed completely in the prior accounting guidance. The ASU provides altern methods of initial adoption and is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early adopt is not permitted. We are currently evaluating the impact that this standard will ha on our consolidated financial statements as well as the appropriate method of adoption.

In April 2014, the FASB issued ASU 2014-08 related to reporting discontinued operations and disclosures of disposals of components of an entity. Specifically, ASU amends the definition of a discontinued operation, expands disclosure requirements for transactions that meet the definition of a discontinued operation requires entities to disclose additional information about individually significant components that are disposed of or held for sale and do not qualify as discontinu operations. Additionally, entities will be required to reclassify assets and liabiliti a discontinued operation for all comparative periods presented in the statement o financial position and to separately present certain information related to the operating and investing cash flows of the discontinued operation, for all compara periods, in the statement of cash flows. The ASU is effective for us beginning in first quarter of our fiscal year ending January 30, 2016 and will be adopted on a prospective basis for all disposals (except disposals classified as held for sale pri the adoption date) or components initially classified as held for sale in periods beginning on or after the adoption date, with early adoption permitted. We are currently evaluating the impact that this standard will have on our consolidated financial statements.

2. Asset Impairments

Fiscal 2014

We recognized impairment charges of $2.2 million in fiscal 2014 related to our evaluation of store property, equipment and other assets in situations where the a carrying value was not expected to be recovered by its future cash flows over its remaining useful life.

A summary of our asset impairment charges, by reportable segment, for the 52 w ended January 31, 2015 is as follows:

	United States	Canada	Europe	Total
	(In millions)			
Impairment of intangible assets	$—	$—	$0.3	$0.3
Impairments of property, equipment and other assets - store impairments	0.6	0.4	0.9	1.9
Total	$0.6	$0.4	$1.2	$2.2

There were no asset impairment charges in our Australia Video Game Brands or Technology Brands segments during the 52 weeks ended January 31, 2015.

Fiscal 2013

We recognized impairment charges of $9.0 million in fiscal 2013 related to our

evaluation of store property, equipment and other assets in situations where the a
carrying value was not expected to be recovered by its future cash flows over its
remaining useful life. Additionally, we made a decision during the fourth quarter
fiscal 2013 to abandon our Spawn Labs business and related technology assets. A
result of this decision, we recorded impairment charges of $2.1 million related to
other intangible assets and $7.4 million related to certain technology assets in
connection with the exit of the Spawn Labs business, which are reflected in the a
impairments line item in our consolidated statements of operations. Because we
integrated Spawn Labs into our United States Video Game Brands reporting unit
decision to exit this business triggered an interim impairment test that resulted in
goodwill impairment charge of $10.2 million, which is reflected in the goodwill
impairments line item in our consolidated statements of operations.

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GAMESTOP CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of our asset impairment charges, by reportable segment, for the 52 w
ended February 1, 2014 is as follows:

	United States	Europe	Total
	(In millions)		
Goodwill impairments	$10.2	$—	$10.2
Impairment of intangible assets	2.1	—	2.1
Impairment of technology assets	7.4	—	7.4
Impairments of property, equipment and other assets - store impairments	4.3	4.7	9.0
Total	$24.0	$4.7	$28.7

There were no asset impairment charges in our Australia Video Game Brands, Canada Video Game Brands or Technology Brands segments during the 52 week ended February 1, 2014.

Fiscal 2012

During the third quarter of fiscal 2012, we recorded a $627.0 million goodwill impairment charge and a $44.9 million impairment charge related to our Microm trade name as a result of our interim impairment tests.

In fiscal 2012, we also recorded impairments of finite-lived assets of $8.8 millio consisting primarily of the remaining net book value of assets for stores we are i process of closing or that we have determined will not have sufficient cash flow undiscounted basis to cover the remaining net book value of assets recorded for t store.

A summary of our asset impairment charges, by reportable segment, for the 53 w ended February 2, 2013 is as follows:

	United States	Canada	Australia	Europe	Total
	(In millions)				
Goodwill impairment	$—	$100.3	$107.1	$419.6	$627
Impairment of intangible assets	—	—	—	44.9	44.9
Impairments of property, equipment and other assets - store impairments	5.7	0.4	0.2	2.5	8.8
Total	$5.7	$100.7	$107.3	$467.0	$680

3. Acquisitions and Divestitures

Acquisitions

Fiscal 2014

Technology Brands. During the 52 weeks ended January 31, 2015, in connection the continued expansion of our Technology Brands business, Spring Mobile completed acquisitions of certain AT&T resellers and Simply Mac completed acquisitions of certain authorized Apple retailers for total consideration of $93.3 million ($89.7 million net of cash acquired). We recorded indefinite-lived intang assets of $76.8 million and goodwill of $4.5 million related to these acquisitions.

operating results of these acquisitions are included in our consolidated financial statements beginning on the respective closing dates of each acquisition and are reported in our Technology Brands segment. The pro forma effect assuming thes acquisitions were made at the beginning of each fiscal year presented herein is no material to our consolidated financial statements. As of January 31, 2015, we had completed the final fair value assignments and continue to analyze certain matter related to the valuation of intangible assets.

We continue to believe that our Spring Mobile and Simply Mac businesses repre important strategic growth opportunities for us within the specialty retail market and also provide avenues for diversification relative to our core operations in the video game retail marketplace.

Fiscal 2013

Simply Mac. In October 2012, we acquired a minority equity ownership interest Simply Mac, which operates Apple specialist retail stores in Utah and Wyoming original equity investment was structured with an option whereby we could acqu the remaining ownership interest in Simply Mac's equity for a pre-negotiated pri a future point in time. Pursuant to this arrangement, in November 2013, we acqu the remaining 50.1% interest in Simply Mac for a purchase price of $9.5 million.

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Spring Mobile. In November 2013, we purchased Spring Communications, Inc. ("Spring Mobile," or "Spring"), a wireless retailer, for a purchase price of $62.6 million. The fair values of the assets acquired and liabilities assumed in connecti with the Spring Mobile acquisition were determined based, in part, on a third-par valuation. The valuation of the assets acquired and liabilities assumed in this acquisition is complete and there have been no changes to the values of assets acquired and liabilities assumed in this acquisition.

The operating results of Simply Mac and Spring Mobile have been included in o consolidated financial statements beginning on the respective closing dates of ea acquisition and are reported in our Technology Brands segment. The pro forma e assuming these acquisitions were made at the beginning of each fiscal year prese herein is not material to our consolidated financial statements.

Fiscal 2012

During fiscal 2012, we completed acquisitions with a total consideration of $1.5 million, with the excess of the purchase price over the net identifiable assets acqu in the amount of $1.5 million recorded as goodwill. We included the results of operations of the acquisitions, which were not material, in the financial statemen beginning on the closing date of each respective acquisition. The pro forma effec assuming these acquisitions were made at the beginning of each fiscal year is not material to our consolidated financial statements.

See Note 9, "Goodwill and Intangible Assets," for additional information.

Divestitures

Fiscal 2014

GameStop Iberia. In October 2014, we entered into a sale and purchase agreemen transfer certain retail locations and most of the inventory owned by our Spain subsidiary, GameStop Iberia, to a local video game specialty retailer. We made t decision to exit these operations, which were part of our Europe segment, due to continued operating losses and limited market share. These operations were considered immaterial for discontinued operations accounting treatment.

As a result of the divestiture, we recorded a pre-tax loss in continuing operations $14.8 million during fiscal 2014, primarily related to inventory write-downs, involuntary termination benefits and lease obligations, of which $7.1 million was recorded in cost of sales and $7.7 million was recorded in selling, general and administrative expenses in our consolidated statements of operations. As of November 1, 2014, we had transferred or otherwise ceased daily operations in al our stores in Spain.

4. Vendor Arrangements

We and most of our largest vendors participate in cooperative advertising progra and other vendor marketing programs in which the vendors provide us with cash consideration in exchange for marketing and advertising the vendors' products. O accounting for cooperative advertising arrangements and other vendor marketing programs results in a significant portion of the consideration received from our vendors reducing the product costs in inventory rather than as an offset to our marketing and advertising costs. The consideration serving as a reduction in

inventory is recognized in cost of sales as inventory is sold. The amount of vend
allowances to be recorded as a reduction of inventory was determined based on t
nature of the consideration received and the merchandise inventory to which the
consideration relates. We apply a sell-through rate to determine the timing in wh
the consideration should be recognized in cost of sales. Consideration received th
relates to video game products that have not yet been released to the public is
deferred as a reduction of inventory.

The cooperative advertising programs and other vendor marketing programs
generally cover a period from a few days up to a few weeks and include items su
product catalog advertising, in-store display promotions, internet advertising, co-
print advertising and other programs. The allowance for each event is negotiated
the vendor and requires specific performance by us to be earned.

In fiscal 2013, we began recording certain costs related to cash consideration rec
from our vendors as a reduction of cost of sales to align those funds with the spe
products we sell. Vendor allowances of $202.4 million and $221.0 million were
recorded as a reduction of cost of sales for the 52 week period ended January 31,
2015 and the 52 week period ended February 1, 2014, respectively. For the 53 w
period ended February 2, 2013, vendor allowances recorded as a reduction of co
sales and selling, general and administrative expenses were $134.8 million and $
million, respectively.

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5. Computation of Net Income (Loss) per Common Share

Basic net income (loss) per common share is computed by dividing the net incon (loss) available to common stockholders by the weighted-average number of con shares outstanding during the period. Diluted net income (loss) per common shar computed by dividing the net income (loss) available to common stockholders by weighted-average number of common shares outstanding and potentially dilutive securities outstanding during the period. Potentially dilutive securities include st options and unvested restricted stock outstanding during the period, using the tre stock method. Potentially dilutive securities are excluded from the computations diluted earnings per share if their effect would be antidilutive. A reconciliation o shares used in calculating basic and diluted net income (loss) per common share follows:

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 Week Ended Februar 2013
	(In millions, except per share data)		
Net income (loss) attributable to GameStop Corp.	$393.1	$354.2	$(269.7
Weighted-average common shares outstanding	112.2	117.2	126.4
Dilutive effect of options and restricted shares on common stock	1.0	1.2	—
Common shares and dilutive potential common shares	113.2	118.4	126.4
Net income (loss) per common share:			
Basic	$3.50	$3.02	$(2.13
Diluted	$3.47	$2.99	$(2.13

The weighted-average outstanding shares of Class A Common Stock for basic ar diluted net loss per common share during the 53 weeks ended February 2, 2013 v the same as we incurred a net loss from continuing operations during that period any effect on loss per share would have been antidilutive.

The following table contains information on share-based awards of Class A Com Stock which were excluded from the computation of diluted earnings per share because their effects were antidilutive:

	Anti-Dilutive Shares
	(In milli
52 Weeks Ended January 31, 2015	1.6
52 Weeks Ended February 1, 2014	1.5
53 Weeks Ended February 2, 2013	3.3

6. Fair Value Measurements and Financial Instruments

Recurring Fair Value Measurements and Derivative Instruments

Fair value is defined as the price that would be received from selling an asset or p
to transfer a liability in an orderly transaction between market participants at the
measurement date. Fair value accounting guidance applies to our foreign currenc
contracts, life insurance policies we own that have a cash surrender value and cer
nonqualified deferred compensation liabilities that are measured at fair value on
recurring basis in periods subsequent to initial recognition.

Fair value accounting guidance requires disclosures that categorize assets and
liabilities measured at fair value into one of three different levels depending on th
observability of the inputs employed in the measurement. Level 1 inputs are quot
prices in active markets for identical assets or liabilities. Level 2 inputs are
observable inputs other than quoted prices included within Level 1 for the asset o
liability, either directly or indirectly through market-corroborated inputs. Level 3
inputs are unobservable inputs for the asset or liability reflecting our assumption
about pricing by market participants.

We value our foreign currency contracts, our life insurance policies with cash
surrender values and certain nonqualified deferred compensation liabilities based
Level 2 inputs using quotations provided by major market news services, such as
Bloomberg and The Wall Street Journal, and industry-standard models that consi
various assumptions, including quoted forward prices, time value, volatility facto
and contractual prices for the underlying instruments, as well as other relevant
economic measures. When appropriate, valuations are adjusted to reflect credit
considerations, generally based on available market evidence.

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The following table provides the fair value of our assets and liabilities measured
recurring basis and recorded on our consolidated balance sheets (in millions):

	January 31, 2015 Level 2	February 1 2014 Level 2
Assets		
Foreign currency contracts		
Other current assets	$32.0	$0.9
Other noncurrent assets	22.7	0.5
Company-owned life insurance(1)	8.7	7.1
Total assets	$63.4	$8.5
Liabilities		
Foreign currency contracts		
Accrued liabilities	$23.3	$21.3
Other long-term liabilities	13.0	2.2
Nonqualified deferred compensation(2)	1.2	1.1
Total liabilities	$37.5	$24.6

(1) Recognized in other non-current assets in our consolidated balance sheets.
(2) Recognized in accrued liabilities in our consolidated balance sheets.

We use forward exchange contracts, foreign currency options and cross-currency swaps (together, the "foreign currency contracts") to manage currency risk prima related to foreign-currency denominated intercompany assets and liabilities and certain other foreign currency assets and liabilities. These foreign currency contr are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings eff of the re-measurement of related intercompany loans and foreign currency assets liabilities. The total gross notional value of derivatives related to our foreign curr contracts was $1,128.5 million and $640.6 million as of January 31, 2015 and February 1, 2014, respectively.

Activity related to the trading of derivative instruments and the offsetting impact related intercompany and foreign currency assets and liabilities recognized in sel general and administrative expense is as follows (in millions):

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 Wee Ended Februar 2013
Gains (losses) on the changes in fair value of derivative instruments	$28.9	$(20.3)	$(19.8
Gains (losses) on the re-measurement of related intercompany loans and foreign currency assets and liabilities	(26.4)	23.6	22.3
Total	$2.5	$3.3	$2.5

We do not use derivative financial instruments for trading or speculative purpose
We are exposed to counterparty credit risk on all of our derivative financial

instruments and cash equivalent investments. We manage counterparty risk acco
to the guidelines and controls established under comprehensive risk managemen
investment policies. We continuously monitor our counterparty credit risk and ut
a number of different counterparties to minimize our exposure to potential defau
We do not require collateral under derivative or investment agreements.

Nonrecurring Fair Value Measurements

In addition to assets and liabilities that are recorded at fair value on a recurring b
we recorded certain assets and liabilities at fair value on a nonrecurring basis as required by GAAP. Assets and liabilities that are measured at fair value on a nonrecurring basis related primarily to write-downs associated with property and equipment, goodwill and other intangible assets.

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During fiscal 2014, we recorded a $2.2 million impairment charge related to asse measured at fair value on a nonrecurring basis, comprised of $1.9 million of prop and equipment impairments and $0.3 million of other intangible asset impairmen During fiscal 2013, we recorded a $28.7 million impairment charge related to ass measured at fair value on a nonrecurring basis, comprised of $16.4 million of property and equipment impairments, $10.2 million of goodwill impairments and $2.1 million of other intangible asset impairments. When recognizing an impairn charge, the carrying value of the asset is reduced to fair value and the difference recorded within operating earnings in our consolidated statements of operations. fair value measurements included in the goodwill, trade name and property and equipment impairments were primarily based on significant unobservable inputs (Level 3) developed using company-specific information. See Note 9, "Goodwill Intangible Assets," for further information associated with the goodwill and trade name impairments and Note 2, "Asset Impairments," for further information associated with the property and equipment impairments.

Additionally, we recorded the fair value of net assets acquired and liabilities assu in connection with our Technology Brands acquisitions in fiscal 2014 and fiscal 2013. The fair value measurements were primarily based on significant unobserv inputs (Level 3) developed using company-specific information. See Note 3, "Acquisitions and Divestitures," for further information associated with the value recorded in the acquisitions.

Other Fair Value Disclosures

The carrying values of our cash equivalents, receivables, net, accounts payable a notes payable approximate the fair value due to their short-term maturities.

As of January 31, 2015, our unsecured 5.50% senior notes due October 1, 2019 ("Senior Notes") had a carrying value of $350.0 million and a fair value of $356.8 million. The fair value of the Senior Notes was determined based on quoted mark prices obtained through an external pricing source which derives its price valuati from daily marketplace transactions, with adjustments to reflect the spreads of benchmark bonds, credit risk and certain other variables. We have determined th be a Level 2 measurement as all significant inputs into the quote provided by our pricing source are observable in active markets.

7. Receivables, Net

Receivables consist primarily of bankcard receivables and other receivables. Oth receivables include receivables from vendors, primarily related to commissions receivable associated with our Technology Brands businesses, Game Informer magazine advertising customers, receivables from landlords for tenant allowance and receivables from vendors for merchandise returns, vendor marketing allowan and various other programs. An allowance for doubtful accounts has been record reduce receivables to an amount expected to be collectible. Receivables consiste the following (in millions):

	January 31, 2015	February 2014
Bankcard receivables	$52.9	$42.6

Other receivables	64.3	45.5
Allowance for doubtful accounts	(3.7)	(3.7
Total receivables, net	$113.5	$84.4

8. Accrued Liabilities

Accrued liabilities consisted of the following (in millions):

	January 31, 2015	February 2014
Customer liabilities	$364.3	$368.8
Deferred revenue	103.5	118.1
Employee benefits, compensation and related taxes	137.5	145.3
Other taxes	49.9	53.5
Other accrued liabilities	148.4	176.0
Total accrued liabilities	$803.6	$861.7

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9. Goodwill and Intangible Assets
Goodwill
The changes in the carrying amount of goodwill, by reportable segment, for the 5
weeks ended February 1, 2014 and the 52 weeks ended January 31, 2015 were as
follows:

	United States	Canada	Australia	Europe	Technology Brands	Total
	(In millions)					
Balance at February 3, 2013	$1,153.5	$37.7	$96.6	$95.3	$ —	$1,3
Acquisitions (Note 3)	—	—	—	—	62.1	62.1
Impairment	(10.2)	—	—	—	—	(10.2
Foreign currency translation adjustment	—	(3.9)	(15.3)	(1.1)	—	(20.3
Balance at February 1, 2014	1,143.3	33.8	81.3	94.2	62.1	1,41
Acquisitions (Note 3)	—	—	—	—	4.5	4.5
Foreign currency translation adjustment	—	(4.3)	(9.2)	(15.3)	—	(28.8
Balance at January 31, 2015	$1,143.3	$29.5	$72.1	$78.9	$ 66.6	$1,3

Goodwill represents the excess purchase price over tangible net assets and identifiable intangible assets acquired. Our management is required to evaluate goodwill and other intangible assets not subject to amortization for impairment a least annually. This annual test is completed at the beginning of the fourth quarte each fiscal year or when circumstances indicate the carrying value of the goodwi other intangible assets might be impaired. Goodwill has been assigned to reportin units for the purpose of impairment testing. We have five operating segments, including Video Game Brands in the United States, Australia, Canada and Europ and Technology Brands in the United States, which also define our reporting uni based upon the similar economic characteristics of operations within each segme including the nature of products, product distribution and the type of customer an separate management within these businesses.

We estimate the fair value of each reporting unit based on the discounted cash flo of each reporting unit. We use a two-step process to measure goodwill impairme the fair value of the reporting unit is higher than its carrying value, then goodwil not impaired. If the carrying value of the reporting unit is higher than the fair val then the second step of the goodwill impairment test is needed. The second step compares the implied fair value of the reporting unit’s goodwill with its carrying amount. The implied fair value of goodwill is determined in step 2 of the goodwi impairment test by allocating the fair value of the reporting unit in a manner sim to a purchase price allocation used in a business combination. Any residual fair v after this allocation represents the implied fair value of the reporting unit's goodv

If the carrying amount of the reporting unit's goodwill exceeds the implied fair v
then an impairment loss is recognized in the amount of the excess.

We completed the annual impairment test of goodwill for fiscal 2014 as of the fi
day of the fourth quarter and concluded that none of our goodwill was impaired.
our United States, Canada, Europe and Technology Brands reporting units, the
concluded fair value of each of these reporting units exceeded its carrying value
more than 30% and the concluded fair value of our Australia reporting unit excee
its carrying value by 15%.

In fiscal 2013, we recorded a $10.2 million goodwill write-off in the United State
Video Game Brands segment as a result of exiting an immaterial non-core busine
however, there were no impairments of goodwill in fiscal 2013 as a result of
completing our annual impairment test, which was conducted as of the first day o
fourth quarter. For the fiscal 2013 annual impairment test, Technology Brands w
excluded since it commenced operations during the fourth quarter and therefore
not a reporting unit subject to assessment as of our annual testing date.

During the third quarter of fiscal 2012, our management determined that sufficie
indicators of potential impairment existed to require an interim goodwill impairm
test, including the recent trading prices of our Class A Common Stock and the
decrease in our market capitalization below the total amount of stockholders' equ
on our consolidated balance sheet. As a result of the interim impairment test, we
recorded non-cash, non-tax deductible goodwill impairments for the third quarter
fiscal 2012 of $107.1 million, $100.3 million and $419.6 million in our Australia
Canada and Europe reporting units, respectively, to reduce the carrying value of
goodwill to its implied fair value. There were no additional impairments of good
in fiscal 2012 as a result of completing our annual impairment test, which was
conducted as of the first day of the fourth quarter of fiscal 2012.

There were no impairments to goodwill prior to the $627.0 million charge record
fiscal 2012, with the exception of a $3.3 million charge recorded in a prior period
related to the exit of non-core operations. During fiscal 2013, $10.2 million of

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goodwill was expensed in the United States segment as a result of the exiting of a
immaterial non-core business. Cumulative goodwill impairment losses were $640
million as of January 31, 2015, of which $13.5 million, $100.3 million, $107.1
million and $419.6 million were attributable to our United States, Canada, Austra
and Europe reporting units, respectively.

Intangible Assets

Other intangible assets consist primarily of dealer agreements, trade names, lease rights, advertising relationships and amounts attributed to favorable leasehold interests recorded as a result of business acquisitions. Intangible assets are record apart from goodwill if they arise from a contractual right and are capable of bein separated from the entity and sold, transferred, licensed, rented or exchanged individually. The estimated useful life and amortization methodology of intangib assets are determined based on the period in which they are expected to contribu directly to cash flows. Intangible assets that are determined to have a definite life amortized over that period.

Finite-lived Intangible Assets

Leasehold rights, which were recorded as a result of the purchase of SFMI Micromania SAS ("Micromania"), represent the value of rights of tenancy under commercial property leases for properties located in France. Rights pertaining to individual leases can be sold by us to a new tenant or recovered by us from the landlord if the exercise of the automatic right of renewal is refused. Leasehold ri are amortized on a straight-line basis over the expected lease term, not to exceed years, with no residual value.

Advertising relationships, which were recorded as a result of digital acquisitions, relationships with existing advertisers who pay to place ads on our digital websit and are amortized on a straight-line basis over 10 years.

Favorable leasehold interests represent the value of the contractual monthly renta payments that are less than the current market rent at stores acquired as part of th Micromania acquisition. Favorable leasehold interests are amortized on a straigh basis over their remaining lease term with no expected residual value.

As of January 31, 2015, the total weighted-average amortization period for the remaining intangible assets, excluding goodwill, was approximately 13 years. Th intangible assets are being amortized based upon the pattern in which the econon benefits of the intangible assets are being utilized, with no expected residual valu

Indefinite-lived Intangible Assets

Intangible assets that are determined to have an indefinite life are not amortized, are required to be evaluated at least annually for impairment. If the carrying valu an individual indefinite-lived intangible asset exceeds its fair value as determined its discounted cash flows, such individual indefinite-lived intangible asset is writ down by the amount of the excess.

Dealer agreements were recorded as a result of our acquisitions of Spring and Si Mac in the fourth quarter of fiscal 2013 as well as the subsequent acquisitions completed by Spring and Simply Mac in fiscal 2014. These dealer agreements represent Spring's exclusive agreements with AT&T to operate AT&T stores as a "AT&T Authorized Retailer" and sell AT&T wireless contracts in its stores and

Mac's exclusive agreements with Apple to operate Apple stores under the name "Simply Mac" and sell Apple products in its stores. The dealer agreement value recorded on our consolidated balance sheets represents a value associated with th rights and privileges afforded to us under these agreements. Our dealer agreemen are considered indefinite-lived intangible assets as they are expected to contribut cash flows indefinitely and are not subject to amortization, but are subject to ann impairment testing.

We value our Spring and Simply Mac dealer agreements using a discounted cash analysis known as the Greenfield Method, which is a common valuation techniqu valuing dealer agreement assets. The Greenfield Method assumes that a business its inception, owns only dealer agreements and makes capital expenditures, work capital and other investments required to ramp up its operations to a level that is comparable to its current operations. We estimate the cash flows required to buil comparable operation and the available future cash flows from these operations, which requires us to make certain assumptions about the cost of investment to bu comparable operation, projected net sales, cost of sales, operating expenses and income taxes. The cash flows are then discounted using an appropriate rate that i reflective of the inherent risks and uncertainties associated with the expected futu cash flows of the business. The estimated fair values of the Spring and Simply M dealer agreement assets based upon the discounted cash flows is then compared t their respective carrying values.

Trade names which were recorded as a result of acquisitions, primarily Microma are considered indefinite-lived intangible assets as they are expected to contribut cash flows indefinitely and are not subject to amortization, but are subject to ann impairment testing. The fair value of our Micromania trade name was calculated using a relief-from-royalty approach, which assumes the fair value of the trade n is the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the trade name and instead licensed the tr name from another company. The basis for future cash flow projections is intern revenue forecasts, which we believe represent reasonable market participant assumptions, to which the selected royalty rate is applied. These future cash flow discounted using the applicable discount rate, as well as any potential

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risk premium to reflect the inherent risk of holding a standalone intangible asset. discount rate used in the analysis reflects a hypothetical market participant's weighted-average cost of capital, current market rates and the risks associated wi the projected cash flows.

We completed the annual impairment tests of indefinite-lived intangible assets as the first day of the fourth quarter of fiscal 2014 and fiscal 2013 and concluded th none of our indefinite-lived intangible assets were impaired.

During the third quarter of fiscal 2012, our management determined that sufficie indicators of potential impairment existed to require an interim impairment test o Micromania trade name. As a result of the interim impairment test of the Microm trade name, we recorded a $44.9 million impairment charge during the third quar of fiscal 2012. The impairment charge in fiscal 2012 is recorded in asset impairm in our consolidated statements of operations and is reflected in the operating resu of our Europe segment. There were no impairments of indefinite-lived intangible assets in connection with the completion of our annual impairment test for fiscal 2012.

The gross carrying amount and accumulated amortization of our intangible assets other than goodwill as of January 31, 2015 and February 1, 2014 were as follows millions):

	As of January 31, 2015			As of February 1, 2014		
	Gross Carrying Amount (1)	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Car Am
Intangible assets with indefinite lives:						
Trade names	$45.4	$ —	$ 45.4	$54.2	$ —	$ 5
Dealer agreements	134.0	—	134.0	57.2	—	57.
Intangible assets with finite lives:						
Key money	91.5	(41.8)	49.7	113.6	(44.4)	69.
Other	32.7	(24.0)	8.7	40.9	(27.2)	13.
Total	$303.6	$ (65.8)	$ 237.8	$265.9	$ (71.6)	$ 1

(1) The change in the gross carrying amount of intangible assets from Febr 1, 2014 to January 31, 2015 is primarily due to acquisitions (Note 3) an impact of exchange rate fluctuations.

Intangible asset amortization expense for the fiscal years ended January 31, 2015 February 1, 2014 and February 2, 2013 was $12.0 million, $14.0 million and $14 million, respectively.

The estimated aggregate intangible asset amortization expense for the next five f years is as follows (in millions):

Fiscal Year Ending on or around January 31,	Projected Amortizati Expense

2016	$10.2
2017	8.1
2018	7.4
2019	7.1
2020	6.2
	$39.0

10. Debt

Issuance of 5.50% Senior Notes due 2019

On September 24, 2014, we issued $350.0 million aggregate principal amount of unsecured 5.50% senior notes due October 1, 2019 (the "Senior Notes"). The Ser Notes bear interest at the rate of 5.50% per annum with interest payable semi-annually in arrears on April 1 and October 1 of each year beginning on Apr 2015. The Senior Notes were sold in a private placement and will not be register under the U.S. Securities Act of 1933. The Senior Notes were offered in the U.S. "qualified institutional buyers" pursuant to the exemption from registration unde 144A of the Securities Act and in exempted offshore transactions pursuant to Regulation S under the Securities Act.

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The Senior Notes were issued pursuant to an indenture dated as of September 24 2014, by and among the Company, certain subsidiary guarantors named therein a U.S. Bank National Association, as trustee and will mature on October 1, 2019. T net proceeds from the offering of $343.7 million were used to pay down the remaining outstanding balance of our revolving credit facility, which is describec more fully below, and will be used for general corporate purposes, which may in acquisitions, dividends and stock buybacks. The outstanding balance of the Senio Notes at January 31, 2015 was $350.0 million. We incurred fees and expenses re to the Senior Notes offering of $6.3 million, which were capitalized during the th quarter of fiscal 2014 and will be amortized as interest expense over the term of t notes.

The indenture governing the Senior Notes does not contain financial covenants b does contain covenants which place certain restrictions on us and our subsidiarie including limitations on asset sales, additional liens, investments, stock repurcha dividends, distributions, the incurrence of additional debt and the repurchase deb is junior to the Senior Notes. These covenants are subject to certain exceptions a qualifications.

The indenture contains customary events of default, including payment defaults, breaches of covenants, failure to pay certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs and is continuing, the principal amount of the Senior Notes, plus accrued and unpaid interest, if any, may be declared immediately due and payable. These amounts automatically become due and payable if an event of default relating to certain ev of bankruptcy, insolvency or reorganization occurs.

Revolving Credit Facility

On January 4, 2011, we entered into a $400 million credit agreement, which we amended and restated on March 25, 2014 and further amended on September 15, 2014 (the “Revolver”). The Revolver is a five-year, asset-based facility that is se by substantially all of our assets and the assets of our domestic subsidiaries. Availability under the Revolver is subject to a monthly borrowing base calculatio The Revolver includes a $50 million letter of credit sublimit. The amendments extended the maturity date to March 25, 2019; increased the expansion feature un the Revolver from $150 million to $200 million, subject to certain conditions; an revised certain other terms, including a reduction of the fee we are required to pa the unused portion of the total commitment amount. We believe the extension of maturity date of the Revolver to March 2019 helps to limit our exposure to poten tightening or other adverse changes in the credit markets. The September 15, 201 amendment amended certain covenants to permit the issuance of the Senior Note Borrowing availability under the Revolver is limited to a borrowing base which allows us to borrow up to 90% of the appraisal value of the inventory, in each ca plus 90% of eligible credit card receivables, net of certain reserves. The borrowin base provides for borrowing up to 92.5% of the appraisal value during the fiscal months of August through October. Letters of credit reduce the amount available borrow under the Revolver by an amount equal to the face value of the letters of credit. Our ability to pay cash dividends, redeem options and repurchase shares i generally permitted, except under certain circumstances, including if either 1) ex availability under the Revolver is less than 30%, or is projected to be within 12 months after such payment or 2) excess availability under the Revolver is less th 15%, or is projected to be within 12 months after such payment, and the fixed ch coverage ratio, as calculated on a pro-forma basis for the prior 12 months is 1.1: less. In the event that excess availability under the Revolver is at any time less th the greater of (1) $30 million or (2) 10% of the lesser of the total commitment or borrowing base, we will be subject to a fixed charge coverage ratio covenant of 1.0:1.0.

The Revolver places certain restrictions on us and our subsidiaries, including limitations on asset sales, additional liens, investments, loans, guarantees, acquisitions and the incurrence of additional indebtedness. Absent consent from lenders, we may not incur more than $1 billion of senior secured debt and $750 million of additional unsecured indebtedness to be limited to $250 million in gen unsecured obligations and $500 million in unsecured obligations to finance acquisitions valued at $500 million or more.

The per annum interest rate under the Revolver is variable and is calculated by applying a margin (1) for prime rate loans of 0.25% to 0.75% above the highest o the prime rate of the administrative agent, (b) the federal funds effective rate plus 0.50% or (c) the London Interbank Offered (“LIBO”) rate for a 30-day interest p as determined on such day plus 1.00%, and (2) for LIBO rate loans of 1.25% to 1.75% above the LIBO rate. The applicable margin is determined quarterly as a function of our average daily excess availability under the facility. In addition, w required to pay a commitment fee of 0.25% for any unused portion of the total commitment under the Revolver. As of January 31, 2015, the applicable margin 0.25% for prime rate loans and 1.25% for LIBO rate loans.

The Revolver provides for customary events of default with corresponding grace periods, including failure to pay any principal or interest when due, failure to co with covenants, any material representation or warranty made by us or the borro proving to be false in any material respect, certain bankruptcy, insolvency or receivership events affecting us or our subsidiaries, defaults relating to certain ot indebtedness, imposition of certain judgments and mergers or the liquidation of t Company or certain of its subsidiaries. During fiscal 2014, we cumulatively bor and subsequently repaid $626.0 million under the Revolver.

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Our maximum borrowings outstanding during fiscal 2014 were $255.0 million. Average borrowings under the Revolver for fiscal 2014 were $71.2 million. Our average interest rate on those outstanding borrowings for fiscal 2014 was 1.8%. A January 31, 2015, total availability under the Revolver was $391.6 million, with outstanding borrowings and outstanding standby letters of credit of $8.3 million. are currently in compliance with the requirements of the Revolver.

In September 2007, our Luxembourg subsidiary entered into a discretionary $20. million Uncommitted Line of Credit (the "Line of Credit") with Bank of Americ There is no term associated with the Line of Credit and Bank of America may withdraw the facility at any time without notice. The Line of Credit is available t foreign subsidiaries for use primarily as a bank overdraft facility for short-term liquidity needs and for the issuance of bank guarantees and letters of credit to su operations. As of January 31, 2015, there were no cash overdrafts outstanding u the Line of Credit and bank guarantees outstanding totaled $2.9 million.

Notes Payable

In connection with our acquisition of Spring Mobile, we assumed a promissory n that Spring Mobile had previously entered into related to its prior purchase of ce wireless stores. Additionally, in fiscal 2014 we assumed a promissory note previ entered into by one of the Spring Mobile acquirees. The carrying value of these n at January 31, 2015 was $5.7 million, of which $5.1 million is classified as a cur liability and is included in notes payable and $0.6 million is classified as a long-t liability and is included in long-term debt in the consolidated balance sheets.

11. Leases

We lease retail stores, warehouse facilities, office space and equipment. These a generally leased under noncancelable agreements that expire at various dates thr 2034 with various renewal options for additional periods. The agreements, which have been classified as operating leases, generally provide for minimum and, in s cases, percentage rentals and require us to pay all insurance, taxes and other maintenance costs. Leases with step rent provisions, escalation clauses or other l concessions are accounted for on a straight-line basis over the lease term, which includes renewal option periods when we are reasonably assured of exercising th renewal options and includes "rent holidays" (periods in which we are not obliga pay rent). Cash or lease incentives received upon entering into certain store lease ("tenant improvement allowances") are recognized on a straight-line basis as a reduction to rent expense over the lease term, which includes renewal option per when we are reasonably assured of exercising the renewal options. We record th unamortized portion of tenant improvement allowances as a part of deferred rent do not have leases with capital improvement funding. Percentage rentals are base sales performance in excess of specified minimums at various stores and are accounted for in the period in which the amount of percentage rentals can be accurately estimated.

Approximate rental expenses under operating leases were as follows:

	52 Weeks Ended	52 Weeks Ended	53 Week Ended

	January 31, 2015	February 1, 2014	Februar
	(In millions)		
Minimum	$391.4	$381.6	$385.4
Percentage rentals	8.2	9.4	9.3
	$399.6	$391.0	$394.7

Future minimum annual rentals, excluding percentage rentals, required under lea that had initial, noncancelable lease terms greater than one year, as of January 31 2015, are approximately:

Fiscal Year Ending on or around January 31,	Amount
	(In millio
2016	$361.9
2017	261.6
2018	175.2
2019	115.1
2020	67.4
Thereafter	104.3
	$1,085.5

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12. Commitments and Contingencies

Commitments

We had bank guarantees relating primarily to international store leases totaling $
million as of January 31, 2015 and $18.7 million as of February 1, 2014.

See Note 11, "Leases," for information regarding commitments related to our noncancelable operating leases.

Contingencies

In the ordinary course of our business, we are, from time to time, subject to vario legal proceedings, including matters involving wage and hour employee class ac and consumer class actions. We may enter into discussions regarding settlement these and other types of lawsuits, and may enter into settlement agreements, if w believe settlement is in the best interest of our stockholders. We do not believe th any such existing legal proceedings or settlements, individually or in the aggrega will have a material adverse effect on our financial condition, results of operatio liquidity.

13. Income Taxes

The provision for income taxes consisted of the following:

	52 Weeks Ended January 31, 2015		52 Weeks Ended February 1, 2014		53 Week Ended Februar 2013
	(In millions)				
Current tax expense:					
Federal	$158.4		$158.2		$229.6
State	18.0		24.5		24.1
Foreign	29.6		34.6		29.4
	206.0		217.3		283.1
Deferred tax expense (benefit):					
Federal	29.3		(1.9	)	(46.3
State	(3.3	)	(0.1	)	(3.5
Foreign	(16.8	)	(0.7	)	(8.4
	9.2		(2.7	)	(58.2
Total income tax expense	$215.2		$214.6		$224.9

The components of earnings (loss) before income tax expense consisted of the following:

	52 Weeks Ended January 31, 2015	52 Weeks Ended February 1, 2014	53 Week Ended Februar 2013
	(In millions)		
United States	$558.8	$491.6	$547.2
International	49.5	77.2	(592.1
Total	$608.3	$568.8	$(44.9

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The following is a reconciliation of income tax expense (benefit) computed at th
U.S. Federal statutory tax rate to income tax expense (benefit) reported in our
consolidated statements of operations:

	52 Weeks Ended January 31, 2015		52 Weeks Ended February 1, 2014		53 Weeks Ended February 2013
Federal statutory tax rate	35.0	%	35.0	%	35.0
State income taxes, net of federal benefit	2.0		1.9		(27.7
Foreign income tax rate differential	(0.4	)	(0.5	)	5.6
Nondeductible goodwill impairments	—		0.6		(488.6
Change in valuation allowance	1.8		—		(22.5
Subpart F income	2.7		4.8		(61.4
Interest income from hybrid securities	(5.2	)	(5.8	)	73.3
Realization of losses in foreign operations not previously benefited	(2.2	)	—		—
Other (including permanent differences)[1]	1.7		1.7		(14.6
	35.4	%	37.7	%	(500.9

[1] Other is comprised of numerous items, none of which is greater than 1.75% o
earnings before income taxes.

Differences between financial accounting principles and tax laws cause differenc
between the bases of certain assets and liabilities for financial reporting purposes
tax purposes. The tax effects of these differences, to the extent they are temporar
are recorded as deferred tax assets and liabilities and consisted of the following
components (in millions):

	January 31, 2015		February 2014
Deferred tax asset:			
Inventory	$27.4		$18.8
Deferred rents	11.1		12.4
Stock-based compensation	16.0		26.4
Net operating losses	30.8		16.8
Customer liabilities	29.9		31.9
Fixed assets	—		21.9
Foreign tax credit carryover	5.2		1.4
Other	14.8		9.4
Total deferred tax assets	135.2		139.0
Valuation allowance	(24.3	)	(13.3
Total deferred tax assets, net	110.9		125.7
Deferred tax liabilities:			
Fixed assets	(4.3	)	—
Goodwill	(88.8	)	(80.3

Prepaid expenses	(3.8	)	(4.9	
Acquired intangible assets	(17.3	)	(20.6	
Other	(2.7	)	(5.6	
Total deferred tax liabilities	(116.9	)	(111.4	
Net	$(6.0	)	$14.3	
Consolidated financial statements:				
Deferred income tax assets — current	$65.6		$51.7	
Other noncurrent assets	$24.3		$—	
Deferred income tax liabilities — noncurrent	$(95.9	)	$(37.4	

We file income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Internal Revenue Service ("IRS") is currently examinin U.S. income tax returns for the fiscal years ended February 2, 2013, January 28, and January 29, 2011. We do not anticipate any adjustments that would result in material impact on our consolidated financial

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statements as a result of these audits. We are no longer subject to U.S. federal inc tax examination for years before and including the fiscal year ended January 30, 2010.

With respect to state and local jurisdictions and countries outside of the United S we and our subsidiaries are typically subject to examination for three to six years after the income tax returns have been filed. Although the outcome of tax audits always uncertain, we believe that adequate amounts of tax, interest and penalties been provided for in the accompanying consolidated financial statements for any adjustments that might be incurred due to state, local or foreign audits.

As of January 31, 2015, the Company has approximately $12.1 million of net operating loss ("NOL") carryforwards in various foreign jurisdictions that expire years 2018 through 2035, as well as $85.2 million of foreign NOL carryforwards have no expiration date. In addition, the Company has approximately $3.8 millio foreign tax credit carryforwards that expire in years 2022 through 2024.

As of January 31, 2015, the gross amount of unrecognized tax benefits was approximately $21.4 million. If we were to prevail on all uncertain tax positions, net effect would be a benefit to our effective tax rate of approximately $16.2 mil exclusive of any benefits related to interest and penalties.

A reconciliation of the changes in the gross balances of unrecognized tax benefit follows (in millions):

	January 31, 2015		February 1, 2014		February 2013
Beginning balance of unrecognized tax benefits	$20.6		$28.7		$25.4
Increases related to current period tax positions	1.0		0.5		0.5
Increases related to prior period tax positions	6.1		16.6		6.3
Reductions as a result of a lapse of the applicable statute of limitations	(0.5	)	(1.9	)	(3.2
Reductions as a result of settlements with taxing authorities	(5.8	)	(23.3	)	(0.3
Ending balance of unrecognized tax benefits	$21.4		$20.6		$28.7

We recognize accrued interest and penalties related to unrecognized tax benefits income tax expense. As of January 31, 2015, February 1, 2014 and February 2, 2 we had approximately $4.6 million, $6.1 million and $5.4 million, respectively, i interest and penalties related to unrecognized tax benefits accrued, of which approximately $0.6 million of expense, $1.6 million of benefit and $2.3 million c benefit were recognized through income tax expense in the fiscal years ended January 31, 2015, February 1, 2014 and February 2, 2013, respectively. If we we prevail on all uncertain tax positions, the reversal of these accruals would also be benefit to our effective tax rate.

It is reasonably possible that the amount of the unrecognized benefit with respect certain of our unrecognized tax positions could significantly increase or decrease within the next 12 months as a result of settling ongoing audits. However, as aud outcomes and the timing of audit resolutions are subject to significant uncertaint and given the nature and complexity of the issues involved, we are unable to reasonably estimate the possible amount of change in the unrecognized tax bene any, that may occur within the next 12 months as a result of ongoing examinatio Nevertheless, we believe we are adequately reserved for our uncertain tax positi of January 31, 2015.

Deferred income taxes have not been provided for on the approximately $595.1 million of undistributed earnings generated by certain foreign subsidiaries as of January 31, 2015 because we intend to permanently reinvest such earnings outsi United States. We do not currently require, nor do we have plans for, the repatri of retained earnings from these subsidiaries. However, in the future, if we deter it is necessary to repatriate these funds, or we sell or liquidate any of these subsidiaries, we may be required to provide for income taxes on the repatriation. may also be required to withhold foreign taxes depending on the foreign jurisdic from which the funds are repatriated. The effective rate of tax on such repatriati may materially differ from the federal statutory tax rate, thereby having a materi impact on tax expense in the year of repatriation; however, we cannot reasonabl estimate the amount of such a tax event.

14. Common Stock and Share-Based Compensation

Common Stock

The holders of Class A Common Stock are entitled to one vote per share on all matters to be voted on by stockholders. Holders of Class A Common Stock will in any dividend declared by the Board of Directors, subject to any preferential ri of any outstanding preferred stock. In the event of our liquidation, dissolution or winding up, all holders of common stock are entitled to share ratably in any asse available for distribution to holders of shares of common stock after payment in of any amounts required to be paid to holders of preferred stock.

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In 2005, we adopted a rights agreement under which one right (a "Right") was at
to each outstanding share of our common stock. Each Right entitles the holder to
purchase from us one ten-thousandth of a share of a series of preferred stock,
designated as Series A Junior Participating Preferred Stock (the "Series A Prefer
Stock"), at a price of $100.00 per one one-thousandth of a share. The Rights exp
on October 28, 2014, and accordingly, at January 31, 2015, there were no shares
Series A Preferred Stock issued or outstanding.

Share Repurchase Activity. Since January 2010, our Board of Directors has authorized several share repurchase programs authorizing our management to repurchase our Class A Common Stock. Since the beginning of fiscal 2011, each individual authorization has been $500 million. Our typical practice is to seek Bo of Directors' approval for a new authorization before the existing one is fully use ensure we are always able to repurchase shares. Repurchased shares are subsequ retired. Share repurchases are generally recorded as a reduction to additional paic capital; however, in the event that share repurchases would cause additional-paic capital to be reduced below zero, any excess is recorded as a reduction to retaine earnings.

The following table summarizes our share repurchase activity during the 52 weel ended January 31, 2015, the 52 weeks ended February 1, 2014 and the 53 weeks ended February 2, 2013:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Aggrega Value o Shares Repurcl During Period
	(in millions)		(in milli
52 weeks ended January 31, 2015	8.4	$ 39.50	$ 333.4
52 weeks ended February 1, 2014	6.3	$ 41.12	$ 258.3
53 weeks ended February 2, 2013	19.9	$ 20.60	$ 409.4

Between February 1, 2015 and March 19, 2015, we have repurchased 0.5 millior shares at an average price per share of $38.26 for a total of $18.9 million and hav $428.4 million remaining under our latest authorization from November 2014.

Dividends. In February 2012, our Board of Directors approved the initiation of a quarterly cash dividend to our stockholders of Class A Common Stock. We paid total of $0.80 per share in dividends in fiscal 2012 and a total of $1.10 per share fiscal 2013. In fiscal 2014, we paid dividends of $1.32 per share of Class A Com Stock, totaling approximately $148.8 million. On March 3, 2015, our Board of Directors authorized an increase in our annual cash dividend from $1.32 to $1.44 share of Class A Common Stock. Future dividends will be subject to approval by Board of Directors.

Share-Based Compensation

Effective June 2013, our stockholders voted to adopt the Amended and Restated Incentive Plan (the "Amended 2011 Incentive Plan") to provide for issuance und

2011 Incentive Plan of our Class A Common Stock. The Amended 2011 Incentiv
Plan provides a maximum aggregate amount of 9.25 million shares of Class A
Common Stock with respect to which options may be granted and provides for a
grant of cash, granting of incentive stock options, non-qualified stock options, st
appreciation rights, performance awards, restricted stock and other share-based
awards, which may include, without limitation, restrictions on the right to vote s
shares and restrictions on the right to receive dividends on such shares. The optio
purchase Class A common shares are issued at fair market value of the underlyin
shares on the date of grant. In general, the options vest and become exercisable i
equal annual installments over a three-year period, commencing one year after th
grant date, and expire ten years from the grant date. Shares issued upon exercise
options are newly issued shares. Options and restricted shares granted after June
2011 are issued under the 2011 Incentive Plan.

Effective June 2009, our stockholders voted to amend the Third Amended and
Restated 2001 Incentive Plan (the "2001 Incentive Plan") to provide for issuance
the 2001 Incentive Plan of our Class A Common Stock. The 2001 Incentive Plan
provided a maximum aggregate amount of 46.5 million shares of Class A Comm
Stock with respect to which options may have been granted and provided for the
granting of incentive stock options, non-qualified stock options, and restricted st
which may have included, without limitation, restrictions on the right to vote suc
shares and restrictions on the right to receive dividends on such shares. The optio
purchase Class A common shares were issued at fair market value of the underly
shares on the date of grant. In general, the options vested and became exercisable
equal annual installments over a three-year period, commencing one year after th
grant date, and expired ten years from the grant date. Shares issued upon exercis
options are newly issued shares. Options and restricted shares granted on or befo
June 21, 2011 were issued under the 2001 Incentive Plan.

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Stock Options
We record stock-based compensation expense in earnings based on the grant-dat value of options granted. The fair value of each option grant is estimated on the c of grant using the Black-Scholes option pricing model. This valuation model req the use of subjective assumptions, including expected option life and expected volatility. We use historical data to estimate the option life and the employee forfeiture rate, and use historical volatility when estimating the stock price volati We have not historically experienced material forfeitures with respect to the employees who currently receive stock option grants and thus we do not expect a forfeitures related to these awards. The weighted-average fair value of the option granted during the 52 weeks ended January 31, 2015 was estimated at $12.37.
Our Black-Scholes assumptions are presented below:

	52 Weeks Ended January 31, 2015		52 Weeks Ended February 1, 2014		53 Week Ended February 2013 (1)
Volatility	46.5	%	46.4	%	—
Risk-free interest rate	1.7	%	1.0	%	—
Expected life (years)	5.5		5.6		0.0
Expected dividend yield	3.4	%	4.3	%	—

(1) No stock options were granted during the 53 weeks ended February 2, 2013.
In addition to recognizing the estimated fair value of stock-based compensation i earnings over the required service period, we are also required to present tax ben received in excess of amounts determined based on the compensation expense recognized on the statements of cash flows. Such tax benefits are presented as a u of cash in the operating section and a source of cash in the financing section of th consolidated statements of cash flows.
A summary of our stock option activity during the 52 weeks ended January 31, 2 is presented below:

	Shares (Millions)		Weighte Average Exercise Price
Balance, February 1, 2014	2.0		$29.31
Granted	0.3		38.52
Exercised	(0.4	)	16.58
Forfeited	(0.1	)	46.10
Balance, January 31, 2015	1.8		$33.14

The following table summarizes information as of January 31, 2015 concerning outstanding and exercisable options:

Range of Exercise Prices	Options Outstanding Number Outstanding	Weighted-Average	Weighted-Average	Options Exercisal Number Exercisable	Weigh Avera

	(Millions)	Remaining Life (Years)	Contractual Price	(Millions)	Exerc Price
$ 9.29 - $10.13	0.1	0.10	$10.13	0.1	$10.1
$17.94 - $20.69	0.2	3.11	20.18	0.2	20.18
$24.82 - $26.68	0.7	6.38	25.33	0.4	25.73
$38.52 - $49.95	0.8	5.13	45.98	0.5	49.95
$ 9.29 - $49.95	1.8	5.08	$33.14	1.2	$33.9

The total intrinsic value of options exercised during the fiscal years ended Januar 2015, February 1, 2014 and February 2, 2013 was $10.7 million, $53.5 million, a $7.7 million, respectively. The intrinsic value of options exercisable and options outstanding was $9.4 million and $12.5 million, respectively, as of January 31, 2
The fair value of each option is recognized as compensation expense on a straight-line basis between the grant date and the date the options become fully vested. During the 52 weeks ended January 31, 2015, the 52 weeks ended Februa 2014 and the 53 weeks ended February 2, 2013, we included compensation expe relating to the grant of these options in the amount of $2.1 million, $1.0 million a $2.1 million, respectively, in selling, general and administrative expenses. As of January 31, 2015, there

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was $3.6 million of unrecognized compensation expense related to the unvested portion of our stock options that is expected to be recognized over a weighted-average period of 1.8 years.

Restricted Stock Awards

We grant restricted stock awards to certain of our employees, officers and non-employee directors. Restricted stock awards generally vest over a three-year period on the anniversary of the date of issuance, subject to continued service to Company and, in some cases, subject to the attainment of certain performance measures.

The following table presents a summary of our restricted stock awards activity d the 52 weeks ended January 31, 2015:

	Shares (Millions)	Weighte Average Grant Da Fair Valu
Nonvested shares at February 1, 2014	2.3	$24.10
Granted	0.6	38.61
Vested	(0.6)	23.55
Forfeited	(0.1)	29.37
Nonvested shares at January 31, 2015	2.2	$28.14

Of the shares granted during fiscal 2014, 434 thousand shares of restricted stock granted under the 2011 Incentive Plan, which vest in equal annual installments o three years. At the same time, an additional 182 thousand shares of restricted sto were granted under the 2011 Incentive Plan, of which 91 thousand shares vest in equal annual installments over three years based on performance targets measure the end of fiscal 2014. The remaining 91 thousand shares of restricted stock gran are subject to performance targets which will be measured following the complet of the 52 weeks ending January 28, 2017. These grants will vest immediately up measurement to the extent earned. Shares subject to performance measures may generally be earned in greater or lesser percentages if targets are exceeded or not achieved by specified amounts.

During the 52 weeks ended February 1, 2014, we granted 1.2 million shares of restricted stock with a weighted-average grant date fair value of $24.82 per com share with fair value being determined by the quoted market price of our commo stock on the date of grant. Of these shares, 916 thousand shares of restricted stoc were granted under the 2011 Incentive Plan, which vest in equal annual installm over three years. At the same time, an additional 262 thousand shares of restricte stock were granted under the 2011 Incentive Plan, of which 131 thousand shares subject to performance targets which will be measured following the completion the 52 weeks ending January 30, 2016. The remaining 131 thousand shares vest i equal annual installments over three years based on performance targets that wer achieved based on fiscal 2013 performance. This award achieved 102.5% of the target amount, which resulted in the incremental awarding of an additional 3 thousand shares that vest in equal annual installments over three years.

During the 52 weeks ended January 31, 2015, the 52 weeks ended February 1, 20 and the 53 weeks ended February 2, 2013, we included compensation expense relating to the grants of restricted shares in the amounts of $19.4 million, $18.4 million and $17.5 million, respectively, in selling, general and administrative expenses in the accompanying consolidated statements of operations. As of January 31, 2015, there was $24.7 million of unrecognized compensation expens related to nonvested restricted shares that is expected to be recognized over a weighted-average period of 1.7 years.

15. Employees' Defined Contribution Plan

We sponsor a defined contribution plan (the "Savings Plan") for the benefit of substantially all of our U.S. employees who meet certain eligibility requirements primarily age and length of service. The Savings Plan allows employees to inves to 60%, for a maximum of $17.5 thousand a year for 2014, of their eligible gross compensation invested on a pre-tax basis. Our optional contributions to the Savin Plan are generally in amounts based upon a certain percentage of the employees' contributions. Our contributions to the Savings Plan during the 52 weeks ended January 31, 2015, the 52 weeks ended February 1, 2014 and the 53 weeks ended February 2, 2013, were $5.2 million, $4.8 million and $4.6 million, respectively.

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16. Significant Products

The following table sets forth net sales (in millions) and percentages of total net by significant product category for the periods indicated:

	52 Weeks Ended January 31, 2015		52 Weeks Ended February 1, 2014		53 Weeks Ende February 2, 20	
	Net Sales	Percent of Total	Net Sales	Percent of Total	Net Sales	Perc of To
Net sales:						
New video game hardware[1]	$2,028.7	21.8 %	$1,730.0	19.1 %	$1,333.4	15.0
New video game software	3,089.0	33.2 %	3,480.9	38.5 %	3,582.4	40.3
Pre-owned and value video game products	2,389.3	25.7 %	2,329.8	25.8 %	2,430.5	27.4
Video game accessories	653.6	7.1 %	560.6	6.2 %	611.8	6.9
Digital	216.3	2.3 %	217.7	2.4 %	208.4	2.3
Mobile and consumer electronics	518.8	5.6 %	303.7	3.4 %	200.3	2.3
Other[2]	400.3	4.3 %	416.8	4.6 %	519.9	5.8
Total	$9,296.0	100.0 %	$9,039.5	100.0 %	$8,886.7	100.

	52 Weeks Ended January 31, 2015		52 Weeks Ended February 1, 2014		53 Weeks Ende February 2, 20	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gros Profi Perc
Gross Profit:						
New video game hardware[1]	$196.6	9.7 %	$176.5	10.2 %	$101.7	7.6
New video game software	716.9	23.2 %	805.3	23.1 %	786.3	21.9
Pre-owned and value video game products	1,146.3	48.0 %	1,093.9	47.0 %	1,170.1	48.1
Video game accessories	246.1	37.7 %	220.5	39.3 %	237.9	38.9
Digital	152.0	70.3 %	149.2	68.5 %	120.9	58.0
Mobile and consumer electronics	186.7	36.0 %	65.1	21.4 %	41.3	20.6
Other[2]	131.3	32.8 %	150.6	36.1 %	193.3	37.2
Total	$2,775.9	29.9 %	$2,661.1	29.4 %	$2,651.5	29.8

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(1) Includes sales of hardware bundles, in which physical hardware and digital or physical software are sold together as a single SKU.

(2) Other products include revenues from the sales of PC entertainment software, interactive toys and licensed merchandise, strategy guides an revenues from PowerUp Pro loyalty members receiving Game Informe magazine in physical form.

17. Segment Information

We operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe; and a Technology Brands segment, which was ad in the fourth quarter of fiscal 2013 and includes the operations of our Spring Mo Cricket Wireless and Simply Mac businesses. We identify segments based on a combination of geographic areas and management responsibility. Each of the segments includes significant retail operations with all Video Game Brands store engaged in the sale of new and pre-owned video game systems and software and related accessories and Technology Brand stores engaged in the sale of consume electronics and wireless products and services. Segment results for the United St include retail operations in 50 states, the District of Columbia, Guam and Puerto Rico; our electronic commerce website www.gamestop.com; Game Informer magazine; and Kongregate, our leading web and mobile gaming platform. Segme results for Canada include retail and e-commerce operations in Canada and segm results for Australia include retail and e-commerce operations in Australia and N Zealand.

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Segment results for Europe include retail operations in 10 European countries an
e-commerce operations in five countries. The Technology Brands segment inclu
retail operations in the United States. We measure segment profit using operatin
earnings, which is defined as income from continuing operations before intercon
royalty fees, net interest expense and income taxes. Transactions between report
segments consist primarily of royalties, management fees, intersegment loans an
related interest. There were no intersegment sales during the 52 weeks ended Jan
31, 2015, the 52 weeks ended February 1, 2014 or the 53 weeks ended February
2013.

Information on segments and the reconciliation of segment profit to earnings (lo
before income taxes are as follows (in millions):

As of and for the Fiscal Year Ended January 31, 2015	United States	Canada	Australia	Europe	Technology Brands	Conso
Net sales	$6,193.5	$476.4	$644.7	$1,652.8	$ 328.6	$ 9,29
Segment operating earnings	483.2	28.3	38.0	35.9	32.9	618.3
Interest income						0.7
Interest expense						(10.7
Earnings before income taxes						608.3
Other Information:						
Goodwill	1,143.3	29.5	72.1	78.9	66.6	1,390.
Other long-lived assets	328.6	18.4	46.4	214.1	185.9	793.4
Total assets	2,740.3	252.1	382.5	527.2	344.2	4,246.
Income tax expense (benefit)	198.1	4.2	8.4	(6.7)	11.2	215.2
Depreciation and amortization	102.5	3.8	9.6	30.8	7.7	154.4
Capital expenditures	92.3	5.1	11.2	19.9	31.1	159.6

As of and for the Fiscal Year Ended February 1, 2014	United States	Canada	Australia	Europe	Technology Brands	Conso
Net sales	$6,160.4	$468.8	$613.7	$1,733.8	$ 62.8	$ 9,03
Segment operating earnings (loss)	465.3	26.6	37.5	44.3	(0.2)	573.5
Interest income						0.9
Interest expense						(5.6
Earning before income taxes						568.8

Other Information:						
Goodwill	1,143.3	33.8	81.3	94.2	62.1	1,414.
Other long-lived assets	320.0	20.8	40.4	269.3	76.6	727.1
Total assets	2,320.7	228.7	389.2	972.2	180.6	4,091.
Income tax expense	173.2	11.6	8.8	21.0	—	214.6
Depreciation and amortization	115.4	4.4	10.5	35.3	0.9	166.5
Capital expenditures	85.7	6.9	6.7	21.4	4.9	125.6

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As of and for the Fiscal Year Ended February 2, 2013	United States	Canada	Australia	Europe	Technology Brands	Conso
Net sales	$6,192.4	$478.4	$607.3	$1,608.6	$ —	$ 8,88
Segment operating earnings (loss)	501.9	(74.4)	(71.6)	(397.5)	—	(41.6
Interest income						0.9
Interest expense						(4.2
Loss before income taxes						(44.9
Other Information:						
Goodwill	1,153.5	37.7	96.6	95.3	—	1,383.
Other long-lived assets	375.4	21.0	52.1	291.1	—	739.6
Total assets	2,404.0	252.2	416.6	799.4	—	3,872.
Income tax expense	199.8	7.1	11.6	6.4	—	224.9
Depreciation and amortization	120.7	5.1	13.8	36.9	—	176.5
Capital expenditures	101.8	3.6	9.2	25.0	—	139.6

18. Unaudited Quarterly Financial Information

The following table sets forth certain unaudited quarterly consolidated statement
operations information for the fiscal years ended January 31, 2015 and February
2014. The unaudited quarterly information includes all normal recurring adjustm
that our management considers necessary for a fair presentation of the informatio
shown.

	Fiscal Year Ended January 31, 2015				Fiscal Year Ended February 1		
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter (1)	1st Quarter	2nd Quarter	3rd Quarter
	(Amounts in millions, except per share amounts)						
Net sales	$1,996.3	$1,731.4	$2,092.2	$3,476.1	$1,865.3	$1,383.7	$2,106.7
Gross profit	626.4	550.9	622.2	976.4	578.3	481.3	598.3
Operating earnings	105.9	36.7	89.8	385.9	87.2	18.8	109.1
Net income	68.0	24.6	56.4	244.1	54.6	10.5	68.6
Basic net income per common share(2)	0.59	0.22	0.50	2.25	0.46	0.09	0.59
Diluted	0.59	0.22	0.50	2.23	0.46	0.09	0.58

net income per common share[2]							
Dividend declared per common share	0.33	0.33	0.33	0.33	0.275	0.275	0.275

The following footnotes are discussed as pretax expenses.

(1) The results of operations for the fourth quarter of the fiscal year ended Januar 2015 include asset impairments of $2.2 million. The results of operations for the fourth quarter of the fiscal year ended February 1, 2014 include goodwill impairn of $10.2 million and asset impairments of $18.5 million. Additionally, results for fiscal year ended February 1, 2014 include a $33.6 million benefit associated wit changes in accounting estimates primarily related to our loyalty programs and ot customer liabilities.

(2) The sum of the quarters may not necessarily be equal to the full year net inco per common share amount.

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EXHIBIT INDEX

Exhibit Number	Description	Previously Filed as an Exhibit to and Incorporated by Reference From	Date File
2.1	Agreement and Plan of Merger, dated as of April 17, 2005, among GameStop Corp. (f/k/a GSC Holdings Corp.), Electronics Boutique Holdings Corp., GameStop, Inc., GameStop Holdings Corp. (f/k/a GameStop Corp.), Cowboy Subsidiary LLC and Eagle Subsidiary LLC.	Current Report on Form 8-K	April 18, 2005
2.2	Sale and Purchase Agreement, dated September 30, 2008, between EB International Holdings, Inc. and L Capital, LV Capital, Europ@Web and other Micromania shareholders.	Current Report on Form 8-K	October 2008
2.3	Amendment, dated November 17, 2008, to Sale and Purchase Agreement for Micromania Acquisition listed as Exhibit 2.2 above.	Current Report on Form 8-K	Novembe 2008
3.1	Third Amended and Restated Certificate of Incorporation.	Quarterly Report on Form 10-Q for the fiscal quarter ended August 3, 2013	Septembe 2013
3.2	Third Amended and Restated Bylaws.	Quarterly Report on Form 10-Q for the fiscal quarter ended August 3, 2013	Septembe 2013
4.1	Form of Indenture.	Registration Statement on Form S-3ASR	April 10, 2006
4.2	Indenture, dated as of September 24, 2014, by and among GameStop Corp. as Issuer, the Subsidiary Guarantors party thereto as	Current Report on Form 8-K	Septembe 2014

	Subsidiary Guarantors and U.S. Bank National Association as Trustee.		
4.3	Form of 5.5% Senior Notes due 2019.	Current Report on Form 8-K	Septemb 2014
10.1*	Fourth Amended and Restated 2001 Incentive Plan.	Definitive Proxy Statement for 2009 Annual Meeting of Stockholders	May 22,
10.2*	Amended and Restated 2011 Incentive Plan.	Current Report on Form 8-K	June 27,
10.3*	Second Amended and Restated Supplemental Compensation Plan.	Definitive Proxy Statement for 2008 Annual Meeting of Stockholders	May 23,
10.4*	Form of Option Agreement.	Annual Report on Form 10-K for the fiscal year ended January 29, 2005	April 11, 2005
10.5*	Form of Restricted Share Agreement.	Current Report on Form 8-K	March 9, 2015
10.6*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Daniel A. DeMatteo.	Current Report on Form 8-K	May 13,
10.7*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and J. Paul Raines.	Current Report on Form 8-K	May 13,
10.8*	Executive Employment Agreement between GameStop Corp. and J. Paul Raines, as amended on November 13, 2013.	Current Report on Form 8-K	Novembe 2013

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10.9*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Tony D. Bartel.	Current Report on Form 8-K	May 13,
10.10*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Robert A. Lloyd.	Current Report on Form 8-K	May 13,
10.11*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Michael K. Mauler.	Current Report on Form 8-K	May 13,
10.12*	Executive Employment Agreement, dated as of May 10, 2013, between GameStop Corp. and Michael P. Hogan.	Annual Report on Form 10-K for the fiscal year ended February 1, 2014	April 2,
10.13*	Retirement Policy.	Current Report on Form 8-K	March 1 2014
10.14	Guaranty, dated as of October 11, 2005, by GameStop Corp. (f/k/a GSC Holdings Corp.) and certain subsidiaries of GameStop Corp. in favor of the agents and lenders.	Current Report on Form 8-K	October 2005
10.15	Mortgage, Security Agreement, and Assignment and Deeds of Trust, dated October 11, 2005, between GameStop of Texas, L.P. and Bank of America, N.A., as Collateral Agent.	Current Report on Form 8-K	October 2005
10.16	Mortgage, Security Agreement, and Assignment and Deeds of Trust, dated October 11, 2005, between Electronics Boutique of America, Inc. and Bank of America, N.A., as Collateral Agent.	Current Report on Form 8-K	October 2005
10.17	Second Amended and Restated Credit Agreement, dated as of March 25, 2014, by and among GameStop Corp., certain subsidiaries of GameStop Corp.,	Current Report on Form 8-K	March 2 2014

	Bank of America, N.A. and the other lending institutions listed therein, Bank of America, N.A., as Issuing Bank, Bank of America, N.A., as Agent, JPMorgan Chase Bank, N.A., as Syndication Agent and Wells Fargo Bank, National Association, U.S. Bank National Association, and Regions Bank as Co-Documentation Agents and Merrill Lynch, Pierce, Jenner & Smith Incorporated as sole lead arranger and bookrunner.		
10.18	Second Amended and Restated Security Agreement, dated as of March 25, 2014.	Current Report on Form 8-K	March 2 2014
10.19	Second Amended and Restated Patent and Trademark Security Agreement, dated as of March 25, 2014.	Current Report on Form 8-K	March 2 2014
10.20	Second Amended and Restated Pledge Agreement, dated as of March 25, 2014.	Current Report on Form 8-K	March 2 2014
10.21	First Amendment to Second Amended and Restated Credit Agreement dated as of September 15, 2014, by and among GameStop Corp., the Borrowers party thereto, the Lenders party thereto and Bank of America, N.A.	Current Report on Form 8-K	Septemb 2014
21.1	Subsidiaries.	Filed herewith.	
23.1	Consent of Deloitte & Touche LLP.	Filed herewith.	
23.2	Consent of BDO USA, LLP.	Filed herewith.	

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31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
32.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
101.INS	XBRL Instance Document.	Submitted electronically herewith.
101.SCH	XBRL Taxonomy Extension Schema.	Submitted electronically herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.	Submitted electronically herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.	Submitted electronically herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase.	Submitted electronically herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.	Submitted electronically herewith.

				* This exhibit is a management or compensatory contract.