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GameStop Corp.
Form 10-Q
December 10, 2014

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

Form 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED NOVEMBER 1, 2014
OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____
COMMISSION FILE NO. 1-32637
GameStop Corp.
(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-2733559
(I.R.S. Employer
Identification No.)

625 Westport Parkway,
Grapevine, Texas
(Address of principal executive
offices)

76051
(Zip Code)

Registrant's telephone number, including area code:
(817) 424-2000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of \$.001 par value Class A Common Stock outstanding as of December 3, 2014: 108,515,426

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

GAMESTOP CORP.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	November 1, 2014	November 2, 2013	February 1, 2014
	(In millions, except per share data)		
ASSETS			
Current assets:			
Cash and cash equivalents	\$374.0	\$471.9	\$536.2
Receivables, net	116.9	88.6	84.4
Merchandise inventories, net	1,714.4	1,717.0	1,198.9
Deferred income taxes	59.1	55.0	51.7
Income taxes receivable	58.0	30.4	—
Prepaid expenses and other current assets	121.3	94.6	78.4
Total current assets	2,443.7	2,457.5	1,949.6
Property and equipment:			
Land	20.1	21.3	20.4
Buildings and leasehold improvements	625.1	604.0	609.6
Fixtures and equipment	890.8	952.9	841.8
Total property and equipment	1,536.0	1,578.2	1,471.8
Less accumulated depreciation and amortization	1,071.0	1,105.3	995.6
Net property and equipment	465.0	472.9	476.2
Goodwill	1,408.5	1,371.4	1,414.7
Other intangible assets, net	234.8	142.9	194.3
Other noncurrent assets	89.6	120.3	56.6
Total noncurrent assets	2,197.9	2,107.5	2,141.8
Total assets	\$4,641.6	\$4,565.0	\$4,091.4
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$1,316.1	\$1,356.6	\$783.9
Accrued liabilities	814.6	959.0	861.7
Income taxes payable	16.9	—	78.0
Current portion of debt	3.8	—	2.4
Total current liabilities	2,151.4	2,315.6	1,726.0
Deferred income taxes	57.2	26.2	37.4
Long-term debt	350.2	—	1.6
Other long-term liabilities	74.2	75.9	75.0
Total long-term liabilities	481.6	102.1	114.0
Total liabilities	2,633.0	2,417.7	1,840.0
Commitments and contingencies (Note 7)			
Stockholders' equity:			
Preferred stock — authorized 5.0 shares; no shares issued or outstanding	—	—	—
Class A common stock — \$.001 par value; authorized 300.0 shares; 109.3, 116.2 and 115.3 shares issued and outstanding, respectively	0.1	0.1	0.1

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Additional paid-in-capital	—	220.8	172.9
Accumulated other comprehensive income	61.8	118.6	82.5
Retained earnings	1,946.7	1,807.8	1,995.9
Total stockholders' equity	2,008.6	2,147.3	2,251.4
Total liabilities and stockholders' equity	\$4,641.6	\$4,565.0	\$4,091.4
See accompanying notes to unaudited condensed consolidated financial statements.			

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GAMESTOP CORP.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	13 Weeks Ended		39 Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
	(In millions, except per share data)			
Net sales	\$2,092.2	\$2,106.7	\$5,819.9	\$5,355.7
Cost of sales	1,470.0	1,508.3	4,020.4	3,697.6
Gross profit	622.2	598.4	1,799.5	1,658.1
Selling, general and administrative expenses	494.3	448.5	1,450.7	1,319.3
Depreciation and amortization	38.1	40.8	116.4	123.7
Operating earnings	89.8	109.1	232.4	215.1
Interest income	(0.1	) (0.3	) (0.4	) (0.5
Interest expense	3.2	1.0	5.2	3.4
Earnings before income tax expense	86.7	108.4	227.6	212.2
Income tax expense	30.3	39.8	78.6	78.5
Net income	\$56.4	\$68.6	\$149.0	\$133.7
Basic net income per common share	\$0.50	\$0.59	\$1.31	\$1.14
Diluted net income per common share	\$0.50	\$0.58	\$1.30	\$1.12
Dividends per common share	\$0.33	\$0.275	\$0.99	\$0.825
Weighted average shares of common stock outstanding — basic	111.9	116.8	113.5	117.7
Weighted average shares of common stock outstanding — diluted	112.9	118.1	114.4	118.9

See accompanying notes to unaudited condensed consolidated financial statements.

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GAMESTOP CORP.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	13 Weeks Ended		39 Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
	(In millions)			
Net income	\$56.4	\$68.6	\$149.0	\$133.7
Other comprehensive income (loss):				
Foreign currency translation adjustment	(42.3	) 20.3	(20.7	) (45.8
Total comprehensive income	\$14.1	\$88.9	\$128.3	\$87.9

See accompanying notes to unaudited condensed consolidated financial statements.

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GAMESTOP CORP.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Class A Common Stock			Accumulated	Retained	Total
	Shares	Common Stock	Additional Paid-in Capital	Other Comprehensive Income	Earnings	
	(In millions)					
Balance at February 2, 2014	115.3	\$0.1	\$172.9	\$ 82.5	\$1,995.9	\$2,251.4
Net income for the 39 weeks ended November 1, 2014	—	—	—	—	149.0	149.0
Foreign currency translation	—	—	—	(20.7)	—	(20.7)
Dividends ⁽¹⁾	—	—	—	—	(115.0)	(115.0)
Stock-based compensation expense	—	—	14.2	—	—	14.2
Repurchase of common shares	(6.8)	—	(188.5)	—	(83.2)	(271.7)
Exercise of stock options and issuance of shares upon vesting of restricted stock grants (including tax benefit of \$5.6)	0.8	—	1.4	—	—	1.4
Balance at November 1, 2014	109.3	\$0.1	\$—	\$ 61.8	\$1,946.7	\$2,008.6

⁽¹⁾ Dividends declared per common share were \$0.99 in the 39 weeks ended November 1, 2014.

	Class A Common Stock			Accumulated	Retained	Total
	Shares	Common Stock	Additional Paid-in Capital	Other Comprehensive Income	Earnings	
	(In millions)					
Balance at February 3, 2013	118.2	\$0.1	\$348.3	\$ 164.4	\$1,773.5	\$2,286.3
Net income for the 39 weeks ended November 2, 2013	—	—	—	—	133.7	133.7
Foreign currency translation	—	—	—	(45.8)	—	(45.8)
Dividends ⁽²⁾	—	—	—	—	(99.4)	(99.4)
Stock-based compensation expense	—	—	16.7	—	—	16.7
Repurchase of common shares	(5.2)	—	(208.8)	—	—	(208.8)
Exercise of stock options and issuance of shares upon vesting of restricted stock grants (including tax benefit of \$9.8)	3.2	—	64.6	—	—	64.6
Balance at November 2, 2013	116.2	\$0.1	\$220.8	\$ 118.6	\$1,807.8	\$2,147.3

⁽²⁾ Dividends declared per common share were \$0.825 in the 39 weeks ended November 2, 2013.

See accompanying notes to unaudited condensed consolidated financial statements.

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GAMESTOP CORP.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	39 Weeks Ended	
	November 1, 2014	November 2, 2013
	(In millions)	
Cash flows from operating activities:		
Net income	\$ 149.0	\$ 133.7
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization (including amounts in cost of sales)	118.0	125.7
Stock-based compensation expense	14.2	16.7
Deferred income taxes	(21.1)	) 0.6
Excess tax benefits related to stock-based awards	(5.6)	) (11.1)
Loss on divestiture	13.9	—
Loss on disposal of property and equipment	3.1	4.4
Other	26.8	0.9
Changes in operating assets and liabilities:		
Receivables, net	(32.9)	) (15.5)
Merchandise inventories	(573.8)	) (563.8)
Prepaid expenses and other current assets	(42.8)	) (27.2)
Income taxes payable/receivable	(112.3)	) (124.0)
Accounts payable and accrued liabilities	500.2	973.5
Changes in other long-term liabilities	(0.1)	) (23.7)
Net cash flows provided by operating activities	36.6	490.2
Cash flows from investing activities:		
Purchase of property and equipment	(106.5)	) (76.0)
Acquisitions, net of cash acquired of \$2.5 and \$0.0 million, respectively	(70.4)	) (62.6)
Other	1.2	1.3
Net cash flows used in investing activities	(175.7)	) (137.3)
Cash flows from financing activities:		
Repurchase of common shares	(257.9)	) (204.9)
Dividends paid	(112.9)	) (98.7)
Proceeds from senior notes	350.0	—
Borrowings from the revolver	626.0	130.0
Repayments of revolver borrowings	(626.0)	) (130.0)
Payments of financing costs	(7.7)) —
Issuance of common stock, net of share repurchases for withholdings taxes	0.2	54.8
Excess tax benefits related to stock-based awards	5.6	11.1
Net cash flows used in financing activities	(22.7)	) (237.7)
Exchange rate effect on cash and cash equivalents	(0.4)	) (17.7)
Net (decrease) increase in cash and cash equivalents	(162.2)	) 97.5
Cash and cash equivalents at beginning of period	536.2	374.4
Cash and cash equivalents at end of period	\$374.0	\$471.9
See accompanying notes to unaudited condensed consolidated financial statements.		

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GAMESTOP CORP.

NOTES TO UNAUDITED CONDENSED 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 global family of 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, video game accessories, as well as new and pre-owned mobile and consumer electronics products and other merchandise primarily through our GameStop, EB Games and Micromania stores. We sell consumer electronics, mobile products and wireless services primarily through our Simply Mac, Spring Mobile and Cricket Wireless stores. As of November 1, 2014, we operated 6,664 stores, in the United States, Australia, Canada and Europe, which are primarily located in major shopping malls and strip centers. We also operate electronic commerce Web sites 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, our leading browser-based game site; Game Informer magazine, the world’s leading print and digital video game publication; a digital PC game distribution platform available at www.gamestop.com/pcgames; iOS and Android mobile applications; and our online consumer electronics marketplace available at www.buymytronics.com. We also own and operate a certified Apple reseller selling Apple consumer electronic products in the United States under the name Simply Mac; Spring Mobile, an authorized AT&T reseller operating AT&T branded wireless retail stores in the United States; and pre-paid wireless stores under the name Cricket Wireless (an AT&T brand) as part of our expanding relationship with AT&T. We operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe; and a Technology Brands segment, which was added in the fourth quarter of the fiscal year comprised of the 52 weeks ended February 1, 2014 (“fiscal 2013”) and includes the operations of our Simply Mac, Spring Mobile and Cricket Wireless businesses.

Basis of Presentation and Consolidation

The unaudited condensed consolidated financial statements include our accounts and the accounts of our subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The unaudited condensed consolidated financial statements included herein reflect all adjustments (consisting only of normal, recurring adjustments) which are, in our opinion, necessary for a fair presentation of the information for the periods presented. These unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the instructions to Quarterly Report on Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all disclosures required under GAAP for complete consolidated financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with our annual report on Form 10-K for the 52 weeks ended February 1, 2014 (the “2013 Annual Report on Form 10-K”). The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In preparing these financial statements, we have made our best estimates and judgments of 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. Actual results could differ from those estimates. Due to the seasonal nature of our business, the results of operations for the 13 and 39 weeks ended November 1, 2014 are not indicative of the results to be expected for the 52 weeks ending January 31, 2015 (“fiscal 2014”).

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

We have revised the presentation of outstanding checks in our prior period financial statements as indicated in the tables below. Previously, we reduced cash and liabilities when the checks were presented for payment and cleared our bank accounts. We now reduce cash and liabilities when the checks are released for payment. The impacts of revising our financial statements for the specified prior periods are as follows:

Consolidated Balance Sheet as of November 2, 2013:	As Previously Reported (In millions)	Revision	As Revised
Cash and cash equivalents	\$649.1	\$(177.2	) \$471.9
Total current assets	2,634.7	(177.2	) 2,457.5
Total assets	4,742.2	(177.2	) 4,565.0
Accounts payable	1,501.8	(145.2	) 1,356.6
Accrued liabilities	991.0	(32.0	) 959.0
Total current liabilities	2,492.8	(177.2	) 2,315.6
Total liabilities	2,594.9	(177.2	) 2,417.7
Consolidated Statement of Cash Flows for the 39 weeks ended November 2, 2013:	As Previously Reported (In millions)	Revision	As Revised
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	\$889.3	\$84.2	\$973.5
Net cash flows provided by operating activities	406.0	84.2	490.2
Cash and cash equivalents at beginning of period	635.8	(261.4	) 374.4
Cash and cash equivalents at end of period	649.1	(177.2	) 471.9

Restricted Cash

Restricted cash of \$13.4 million, \$10.6 million and \$16.4 million as of November 1, 2014, November 2, 2013 and February 1, 2014, respectively, consists primarily of bank deposits serving as collateral for bank guarantees issued on behalf of our foreign subsidiaries and is included in other noncurrent assets in our unaudited condensed consolidated balance sheets.

Revenue Recognition

Revenue from the sales of our products is recognized at the time of sale, net of sales discounts and net of an estimated sales return reserve, based on historical return rates, with a corresponding reduction in cost of sales. Our sales return policy is generally limited to less than 30 days and as such our sales returns are, and have historically been, immaterial.

Recently Issued Accounting Pronouncements

In May 2014, as part of its ongoing efforts to assist in the convergence of U.S. GAAP and International Financial Reporting Standards ("IFRS"), the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09 related to revenue recognition. The new guidance sets forth a new five-step revenue recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance that have historically existed in U.S. GAAP. The underlying principle of the new standard is that a business or other organization will recognize 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 guidance for transactions that were not addressed completely in the prior accounting guidance. The ASU provides alternative methods of initial adoption and is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early adoption is not permitted. We are currently evaluating the impact that this standard will have on our consolidated financial statements as well as the appropriate method of adoption.

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In April 2014, the FASB issued ASU 2014-08 related to reporting discontinued operations and disclosures of disposals of components of an entity. Specifically, the ASU amends the definition of a discontinued operation, expands disclosure requirements for transactions that meet the definition of a discontinued operation and requires entities to disclose additional information about individually significant components that are disposed of or held for sale and do not qualify as discontinued operations. Additionally, entities will be required to reclassify assets and liabilities of a discontinued operation for all comparative periods presented in the statement of financial position and to separately present certain information related to the operating and investing cash flows of the discontinued operation, for all comparative periods, in the statement of cash flows. The ASU is effective for us beginning in the 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 prior to 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. Acquisitions and Divestitures

Acquisitions

Technology Brands. During the 39 weeks ended November 1, 2014, in connection with the continued expansion of our Technology Brands business, Spring Mobile completed acquisitions of certain AT&T resellers and Simply Mac completed an acquisition of an authorized Apple retailer for total consideration of \$72.9 million (\$70.4 million net of cash acquired). We recorded an immaterial amount of goodwill related to these acquisitions. We continue to believe that our Spring Mobile and Simply Mac businesses represent important strategic growth opportunities for us within the specialty retail marketplace and also provide avenues for diversification relative to our core operations in the video game retail marketplace.

Divestitures

GameStop Iberia. In October 2014, we entered into a sale and purchase agreement to 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 the 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 net pre-tax loss in continuing operations of \$13.9 million during the 13 weeks ended November 1, 2014, primarily related to inventory write-downs, involuntary termination benefits and lease obligations, of which \$7.0 million was recorded in cost of sales and \$6.9 million was recorded in selling, general and administrative expenses in our unaudited condensed consolidated statements of operations. As of November 1, 2014, we had transferred or otherwise ceased daily operations in all of our stores in Spain. We may incur additional charges related to the final shutdown of these operations, which we expect to be complete by the end of the fiscal year. As of November 1, 2014, our unaudited condensed consolidated balance sheet included approximately \$11.9 million in receivables, net, \$3.8 million in accounts payable and \$6.2 million in accrued liabilities primarily comprised of severance, lease obligations and certain customer liabilities associated with the exit of our Spain operations.

3. Accounting for Stock-Based Compensation

The following is a summary of the stock-based awards granted during the periods indicated:

	39 Weeks Ended November 1, 2014		39 Weeks Ended November 2, 2013	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
	(In thousands, except per share data)			
Stock options – time-vested	283	\$ 12.37	457	\$ 7.10

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Restricted stock awards – time-vested	437	38.64	916	24.82
Restricted stock awards – performance-based	182	38.52	262	24.82
Total stock-based awards	902		1,635	

For stock options granted, we record stock-based compensation expense in earnings based on the grant-date fair value. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. This valuation model requires the use of subjective assumptions, including expected option life, expected volatility, expected dividend yield and expected

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

employee forfeiture rate. We use historical data to estimate the option life, dividend yield and the employee forfeiture rate, and use historical volatility when estimating the stock price volatility. The following assumptions were used with respect to the stock options granted:

	39 Weeks Ended			
	November 1, 2014	November 2, 2013		
Volatility	46.5	% 46.4		%
Risk-free interest rate	1.7	% 1.0		%
Expected life (years)	5.5	5.6		
Expected dividend yield	3.4	% 4.3		%

Total stock-based compensation recognized in selling, general and administrative expenses was as follows for the periods indicated:

	13 Weeks Ended		39 Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
	(In millions)			
Stock-based compensation expense	\$1.5	\$5.2	\$14.2	\$16.7

As of November 1, 2014, the unrecognized compensation expense related to the unvested portion of our stock-based awards was \$35.3 million, which is expected to be recognized over a weighted average period of 1.8 years. The total intrinsic value of options exercised during the 13 weeks ended November 1, 2014 and the 13 weeks ended November 2, 2013 was \$3.6 million and \$27.6 million, respectively. The total intrinsic value of options exercised during the 39 weeks ended November 1, 2014 and the 39 weeks ended November 2, 2013 was \$9.9 million and \$48.7 million, respectively.

4. Computation of Net Income per Common Share

Basic net income per common share is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net income per common share is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding and potentially dilutive securities outstanding during the period. Under the treasury stock method, potentially dilutive securities include stock options and unvested restricted stock outstanding during the period. Potentially dilutive securities are excluded from the computations of diluted earnings per share if their effect would be antidilutive.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

A reconciliation of shares used in the computation of basic and diluted net income per common share is as follows:

	13 Weeks Ended		39 Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
	(In millions, except per share data)			
Net income	\$56.4	\$68.6	\$149.0	\$133.7
Weighted average common shares outstanding	111.9	116.8	113.5	117.7
Dilutive effect of options and restricted shares on common stock ⁽¹⁾	1.0	1.3	0.9	1.2
Common shares and dilutive potential common shares	112.9	118.1	114.4	118.9
Net income per common share:				
Basic	\$0.50	\$0.59	\$1.31	\$1.14
Diluted	\$0.50	\$0.58	\$1.30	\$1.12

Excludes 1.6 million and 1.1 million share-based awards for the 13 weeks ended November 1, 2014 and the 13 weeks ended November 2, 2013, respectively, and 1.6 million share-based awards for each of the 39 weeks ended November 1, 2014 and 39 weeks ended November 2, 2013, because their effects were antidilutive.

5. Fair Value Measurements and Financial Instruments

Recurring Fair Value Measurements and Derivative Financial Instruments

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value accounting guidance applies to our foreign currency contracts, which include forward exchange contracts, foreign currency options and cross-currency swaps, our Company-owned life insurance policies with a cash surrender value and certain nonqualified deferred compensation liabilities that are measured at fair value on a 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 the observability of the inputs employed in the measurement. Level 1 inputs are quoted 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 or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

We value our foreign currency contracts, Company-owned life insurance policies with cash surrender values and certain nonqualified deferred compensation liabilities based on Level 2 inputs using quotations provided by major market news services, such as Bloomberg, and industry-standard models that consider various assumptions, including quoted forward prices, time value, volatility factors, 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 at fair value on a recurring basis and recorded in our unaudited condensed consolidated balance sheets (in millions):

	November 1, 2014	November 2, 2013	February 1, 2014
Assets			
Foreign currency contracts			
Other current assets	\$14.1	\$2.6	\$0.9
Other noncurrent assets	11.8	—	0.5
Company-owned life insurance ⁽¹⁾	7.3	5.5	7.1
Total assets	\$33.2	\$8.1	\$8.5
Liabilities			
Foreign currency contracts			
Accrued liabilities	\$10.2	\$12.7	\$21.3
Other long-term liabilities	4.7	3.5	2.2
Nonqualified deferred compensation ⁽²⁾	1.2	1.1	1.1
Total liabilities	\$16.1	\$17.3	\$24.6

(1) Recognized in other non-current assets in our unaudited condensed consolidated balance sheets.

(2) Recognized in accrued liabilities in our unaudited condensed consolidated balance sheets.

We use foreign currency contracts to manage currency risk primarily related to intercompany loans denominated in non-functional currencies and certain foreign currency assets and liabilities. These foreign currency contracts are not designated as hedges and, therefore, changes in the fair values of these derivatives are recognized in earnings, thereby offsetting the current earnings effect of the re-measurement of related intercompany loans and foreign currency assets and liabilities. The total gross notional value of derivatives related to our foreign currency contracts was \$777.7 million, \$653.4 million and \$640.6 million as of November 1, 2014, November 2, 2013 and February 1, 2014, respectively.

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

	13 Weeks Ended		39 Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Gains (losses) on the change in fair value of derivative instruments	\$12.2	\$2.5	\$22.6	\$(7.8)
Gains (losses) on the re-measurement of related intercompany loans and foreign currency assets and liabilities	(12.4)	(2.6)	(21.5)	10.8
Total	\$(0.2)	\$(0.1)	\$1.1	\$3.0

We do not use derivative financial instruments for trading or speculative purposes. We are exposed to counterparty credit risk on all of our derivative financial instruments and cash equivalent investments. We manage counterparty risk according to the guidelines and controls established under our comprehensive risk management and investment policies. We continuously monitor our counterparty credit risk and utilize a number of different counterparties to minimize our exposure to potential defaults. 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 basis, we record certain assets and liabilities at fair value on a nonrecurring basis as required by GAAP. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges. We did not record any significant impairment charges related to

assets measured at fair value on a nonrecurring basis during the 13 and 39 weeks ended November 1, 2014 or November 2, 2013, respectively.

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Other Fair Value Disclosures

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

As of November 1, 2014, our Senior Notes had a carrying value of \$350.0 million and a fair value of \$353.9 million. The fair value of the Senior Notes was determined based on quoted market prices obtained through an external pricing source which derives its price valuations from daily marketplace transactions, with adjustments to reflect the spreads of benchmark bonds, credit risk and certain other variables. We have determined this to be a Level 2 measurement as all significant inputs into the quote provided by our pricing source are observable in active markets.

6. 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 Senior 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 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 in 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.

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 and U.S. Bank National Association, as trustee and will mature on October 1, 2019. The 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 described more fully below, and will be used for general corporate purposes, which may include acquisitions, dividends and stock buybacks. The outstanding balance of the Senior Notes at November 1, 2014 was \$350.0 million. We incurred fees and expenses related to the Senior Notes offering of \$6.3 million, which were capitalized during the third quarter of fiscal 2014 and will be amortized as interest expense over the term of the notes.

The indenture governing the Senior Notes does not contain financial covenants but does contain covenants which place certain restrictions on us and our subsidiaries, including limitations on asset sales, additional liens, investments, stock repurchases, dividends, distributions, the incurrence of additional debt and the repurchase debt that is junior to the Senior Notes. These covenants are subject to certain exceptions and 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 events 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 secured by substantially all of our assets and the assets of our domestic subsidiaries. Availability under the Revolver is subject to a monthly borrowing base calculation. The Revolver includes a \$50 million letter of credit sublimit. Prior to the 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 to certain conditions; and revised certain other terms, including a reduction of the fee we 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 permit 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 case plus 90% of eligible credit card receivables, net of certain reserves. The

borrowing 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 to 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 is generally permitted, except under certain circumstances, including if either 1) excess availability under the Revolver is less than 30%, or is projected to be within 12 months after such payment or 2) if excess availability under the Revolver is less than 15%, or is projected to be within 12 months after such payment, and the fixed charge coverage ratio, as calculated on a pro-forma basis for the prior 12 months is 1.1:1.0 or less. In the event that excess availability

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under the Revolver is at any time less than the greater of (1) \$30 million or (2) 10% of the lesser of the total commitment or the 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 our 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 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 of (a) 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 period 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, we are required to pay a commitment fee of 0.25% for any unused portion of the total commitment under the Revolver. As of November 1, 2014, the applicable margin was 0.5% for prime rate loans and 1.5% 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 comply with covenants, any material representation or warranty made by us or the borrowers proving to be false in any material respect, certain bankruptcy, insolvency or receivership events affecting us or our subsidiaries, defaults relating to certain other indebtedness, imposition of certain judgments and mergers or the liquidation of the Company or certain of its subsidiaries. During the 39 weeks ended November 1, 2014, we borrowed \$626 million and subsequently repaid \$626 million under the Revolver. Average borrowings under the Revolver for the 39 weeks ended November 1, 2014 were \$94.9 million. Our average interest rate on those outstanding borrowings for the 39 weeks ended November 1, 2014 was 1.8%. As of November 1, 2014, 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 America. 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 to our 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 support operations. As of November 1, 2014, there were no cash overdrafts outstanding under the Line of Credit and bank guarantees outstanding totaled \$3.8 million.

7. Commitments and Contingencies

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

8. Significant Products

Beginning with our 2013 Annual Report on Form 10-K, we expanded the categories included in our disclosures on sales and gross profit by category to reflect recent changes in our business, the expansion of categories previously included in Other and our management emphasis as we operate in the future. Our previous categories of New Video Game Hardware and New Video Game Software remain unchanged.

We have expanded our previous category of Pre-owned Video Game Products to include value-priced, or closeout, products and this category is now referred to as the Pre-owned and Value Video Game Products category. We believe

there is an opportunity to purchase closeout and overstocked inventory from publishers, distributors and other retailers which is older new product but can be acquired for less than typical new release product costs. This product can then be resold in our Video Game Brands stores and on our websites as value-priced product. Our sales of this product in the past have yielded significantly higher margins than new video game products, yet lower margins than pre-owned video game products.

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In the past, all other products we sold were categorized into “Other,” which included video game accessories, digital products, new and pre-owned mobile products, consumer electronics, revenues from our PowerUp Rewards program and Game Informer subscription sales, strategy guides, toys and PC entertainment software. We are separating our historical Other category into the following new categories:

• Video Game Accessories, which includes new accessories for use with video game consoles and hand-held devices and software, such as controllers, gaming headsets and memory cards;

• Digital, which includes revenues from the sale of DLC, full game downloads, Xbox Live, PlayStation Plus and Nintendo network points and subscription cards, other prepaid digital currencies and time cards, Kongregate, Game Informer digital subscriptions and PC digital downloads;

• Mobile and Consumer Electronics, which includes revenues from selling new and pre-owned mobile devices and consumer electronics in Video Game Brands stores and all revenues from our Technology Brands stores;

• Other, which includes revenues from the sales of PC entertainment software, toys, strategy guides and revenues from PowerUp Pro loyalty members receiving Game Informer magazine in physical form.

The following tables set forth net sales and gross profit (in millions) and gross profit percentages by significant product category for the periods indicated:

	13 Weeks Ended				39 Weeks Ended			
	November 1, 2014		November 2, 2013		November 1, 2014		November 2, 2013	
	Net Sales	Percent of Total	Net Sales	Percent of Total	Net Sales	Percent of Total	Net Sales	Percent of Total
Net Sales:								
New video game hardware	\$449.7	21.5 %	\$181.8	8.6 %	\$1,219.9	21.0 %	\$571.4	10.7 %
New video game software	743.7	35.5 %	1,133.1	53.8 %	1,800.5	30.9 %	2,266.1	42.3 %
Pre-owned and value video game products	499.3	23.9 %	486.6	23.1 %	1,660.3	28.5 %	1,587.9	29.6 %
Video game accessories	132.6	6.4 %	98.0	4.6 %	385.2	6.7 %	316.5	6.0 %
Digital	54.9	2.6 %	46.0	2.2 %	163.3	2.8 %	151.6	2.8 %
Mobile and consumer electronics	126.0	6.0 %	56.0	2.7 %	340.3	5.8 %	167.6	3.1 %
Other	86.0	4.1 %	105.2	5.0 %	250.4	4.3 %	294.6	5.5 %
Total	\$2,092.2	100.0 %	\$2,106.7	100.0 %	\$5,819.9	100.0 %	\$5,355.7	100.0 %

	13 Weeks Ended				39 Weeks Ended			
	November 1, 2014		November 2, 2013		November 1, 2014		November 2, 2013	
	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent	Gross Profit	Gross Profit Percent
Gross Profit:								
New video game hardware	\$48.4	10.8 %	\$13.7	7.5 %	\$124.6	10.2 %	\$49.4	8.6 %
New video game software	172.7	23.2 %	249.1	22.0 %	415.6	23.1 %	496.2	21.9 %
Pre-owned and value video game products	237.8	47.6 %	216.6	44.5 %	798.3	48.1 %	738.0	46.5 %
Video game accessories	49.9	37.6 %	38.1	38.9 %	146.8	38.1 %	126.4	39.9 %
Digital	35.2	64.1 %	31.9	69.3 %	105.0	64.3 %	104.3	68.8 %

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Mobile and consumer electronics	50.5	40.1	%	9.3	16.6	%	128.1	37.6	%	38.2	22.8	%
Other	27.7	32.2	%	39.7	37.7	%	81.1	32.4	%	105.6	35.8	%
Total	\$622.2	29.7	%	\$598.4	28.4	%	\$1,799.5	30.9	%	\$1,658.1	31.0	%

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9. 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 added in the fourth quarter of fiscal 2013 and includes the operations of our Simply Mac, Spring Mobile and Cricket Wireless 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 stores engaged in the sale of new and pre-owned video game systems and software and related accessories and Technology Brands stores engaged in the sale of consumer electronics and wireless products and services. Segment results for the United States include retail operations in 50 states, the District of Columbia, Guam and Puerto Rico; our electronic commerce Web site www.gamestop.com; Game Informer magazine; our leading browser-based game site www.kongregate.com; a digital PC game distribution platform available at www.gamestop.com/pcgames; and our online consumer electronics marketplace available at www.buymytronics.com. Segment results for Canada include retail and e-commerce operations in Canada and segment results for Australia include retail and e-commerce operations in Australia and New Zealand. Segment results for Europe include retail operations in 10 European countries and e-commerce operations in five countries. The Technology Brands segment includes retail operations in the United States. We measure segment profit using operating earnings, which is defined as income from continuing operations before intercompany royalty fees, net interest expense and income taxes. Transactions between reportable segments consist primarily of royalties, management fees, intersegment loans and related interest. There were no intersegment sales during the 13 weeks ended November 1, 2014 and November 2, 2013 or the 39 weeks ended November 1, 2014 and November 2, 2013.

The reconciliation of segment profit to earnings before income taxes for the 13 weeks ended November 1, 2014 and November 2, 2013, respectively, is as follows (in millions):

13 weeks ended November 1, 2014	United States	Canada	Australia	Europe	Technology Brands	Consolidated	
Net sales	\$1,349.5	\$113.1	\$145.8	\$398.5	\$85.3	\$2,092.2	
Segment operating earnings (loss)	70.3	7.9	6.4	(4.7	) 9.9	89.8
Interest income						0.1	
Interest expense						(3.2)
Earnings before income taxes						\$86.7	

13 weeks ended November 2, 2013	United States	Canada	Australia	Europe	Technology Brands	Consolidated
Net sales	\$1,434.8	\$125.4	\$137.3	\$409.2	\$—	\$2,106.7
Segment operating earnings	70.3	11.2	10.1	17.5	—	109.1
Interest income						0.3
Interest expense						(1.0)
Earnings before income taxes						\$108.4

The reconciliation of segment profit to earnings before income taxes for the 39 weeks ended November 1, 2014 and November 2, 2013, respectively, is as follows (in millions):

39 weeks ended November 1, 2014	United States	Canada	Australia	Europe	Technology Brands	Consolidated
Net sales	\$3,848.2	\$286.3	\$404.4	\$1,065.5	\$215.5	\$5,819.9
Segment operating earnings (loss)	212.4	11.5	13.0	(27.5)	23.0	232.4
Interest income						0.4
Interest expense						(5.2)
Earnings before income taxes						\$227.6

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39 weeks ended November 2, 2013	United States	Canada	Australia	Europe	Technology Brands	Consolidated
Net sales	\$3,730.1	\$281.1	\$363.8	\$980.7	\$—	\$5,355.7
Segment operating earnings (loss)	206.5	13.0	12.7	(17.1	) —	215.1
Interest income						0.5
Interest expense						(3.4)
Earnings before income taxes						\$212.2

10. Subsequent Events

Dividend

On November 11, 2014, our Board of Directors approved a quarterly cash dividend to our stockholders of \$0.33 per share of Class A Common Stock payable on December 16, 2014 to stockholders of record at the close of business on November 25, 2014. Future dividends will be subject to approval by our Board of Directors.

Share Repurchases

On November 11, 2014, our Board of Directors authorized \$500.0 million of funds to be used to repurchase shares of our Class A Common Stock. This new authorization replaces the \$500.0 million stock repurchase plan announced in November 2013, which had approximately \$176.4 million remaining at the time of the new authorization.

As of December 3, 2014, we have purchased an additional 0.8 million shares of our Class A Common Stock for an average price per share of \$41.15 since November 1, 2014.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the information contained in our unaudited condensed 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. See our Annual Report on Form 10-K for the fiscal year ended February 1, 2014 filed with the Securities and Exchange Commission (the "SEC") on April 2, 2014 (the "2013 Annual Report on Form 10-K"), including the factors disclosed under "Item 1A. Risk Factors," as well as "Disclosure Regarding Forward-looking Statements" and "Item 1A. Risk Factors" below, for certain factors which may cause actual results to vary materially from these forward-looking statements.

General

GameStop Corp. ("GameStop," "we," "us," "our," or the "Company") is a global family of 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, video game accessories, as well as new and pre-owned mobile and consumer electronics products and other merchandise primarily through our GameStop, EB Games and Micromania stores. We sell consumer electronics, mobile products and wireless services primarily through our Simply Mac, Spring Mobile and Cricket Wireless stores. As of November 1, 2014, we operated 6,664 stores in the United States, Australia, Canada and Europe, which are primarily located in major shopping malls and strip centers. We also operate electronic commerce Web sites 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 magazine, the world's leading print and digital video game publication; a digital PC game distribution platform available at www.gamestop.com/pgames; iOS and Android mobile applications; and an online consumer electronics marketplace available at www.buymytronics.com. We also own and operate a certified Apple reseller selling Apple consumer electronic products in the United States under the name Simply Mac; Spring Mobile, an authorized AT&T reseller operating AT&T branded wireless retail stores in the United States; and pre-paid wireless stores under the name Cricket Wireless (an AT&T brand) as part of our expanding relationship with AT&T. We operate our business in four Video Game Brands segments: United States, Canada, Australia and Europe; and a Technology Brands segment, which includes the operations of our Simply Mac, Spring Mobile and Cricket Wireless businesses.

Our fiscal year is composed of 52 or 53 weeks ending on the Saturday closest to January 31. The fiscal year ending January 31, 2015 ("fiscal 2014") and the fiscal year ended February 1, 2014 ("fiscal 2013") each consists of 52 weeks. Growth in the electronic game industry is generally driven by the introduction of new 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 gaming. The current generation of consoles (the Sony PlayStation 4, the Microsoft Xbox One and the Nintendo Wii U) was introduced between November 2012 and November 2013. The previous generation of consoles (the Sony PlayStation 3, the Microsoft Xbox 360 and the Nintendo Wii) were introduced between 2005 and 2007. The Nintendo 3DS was introduced in March 2011, the Sony PlayStation Vita was introduced in February 2012 and the Nintendo 2DS was introduced in October 2013. Typically, following the introduction of new video game platforms, sales of new video game hardware increase as a percentage of total sales in the first full year following introduction. As video game platforms mature, the sales mix attributable to complementary video game software and accessories, which generate higher gross margins, generally increases in the subsequent years. The net effect is generally a decline in gross margin percent in the first full year following new platform releases and an increase in gross margin percent in the years subsequent to the first full year following the launch period. Sales of the current generation Sony PlayStation 4 and the Microsoft Xbox One have negatively impacted our gross margin percentage in fiscal 2014. Unit sales of maturing video game platforms, like the Sony PlayStation 3 and the Microsoft Xbox 360, are typically also driven by manufacturer-funded retail price reductions, further driving sales of related software and accessories. With the introduction of the new consoles in the fourth quarter of fiscal 2013, sales of new hardware have increased.

We expect that future growth in the electronic game industry will also be driven by the sale of video games delivered in digital form and the expansion of other forms of gaming. We currently sell various types of products that relate to the digital category, including digitally downloadable content (“DLC”), full game downloads, Xbox LIVE, PlayStation Plus and Nintendo network points cards, as well as prepaid digital and online timecards. We have made significant investments in e-commerce and in-store and Web site functionality to enable our customers to access digital content easily and facilitate the digital sales and delivery process. We plan to continue to invest in these 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.

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We continue to diversify our business by seeking out opportunities to extend our core competencies to other products and retail categories in order to continue to grow and to help mitigate the financial impact from the cyclical nature of the video game console cycle. Over the last year, we have acquired two authorized Apple resellers selling Apple products and services currently operating in 46 stores. Additionally, we acquired Spring Mobile, an authorized AT&T reseller currently operating 311 stores selling wireless services and products. We also operate 51 stores under the Cricket Wireless brand (formerly operated under the Aio Wireless name prior to AT&T's acquisition of Leap Wireless). Cricket Wireless is an AT&T brand selling pre-paid wireless services and products. Collectively these businesses comprise our Technology Brands segment. We expect to expand the number of Technology Brands stores which we operate in future years. We currently sell tablets and accessories in most of our video game stores. We also sell and accept trades of pre-owned mobile devices in our stores. In addition, we intend to continue to invest in customer loyalty programs designed to attract and retain customers.

Recent Developments

Acquisition activity. During the 39 weeks ended November 1, 2014, in connection with the continued expansion of our Technology Brands business, Spring Mobile and Simply Mac completed acquisitions of certain AT&T resellers and authorized Apple retailers for total consideration of \$72.9 million (\$70.4 million net of cash acquired). As a result of our acquisition activity in the Technology Brands segment over the past three fiscal quarters, we are currently experiencing higher gross margins in that segment in comparison to the margins in our Video Game Brands segments, which has had the impact of offsetting potential margin erosion associated with the recent launch of the current generation video game consoles. We continue to seek avenues for growth in our Technology Brands business, and we expect to pursue similar acquisitions moving forward.

Divestiture activity. In October 2014, we entered into a sale and purchase agreement to 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 the 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 net pre-tax loss in continuing operations of \$13.9 million during the 13 weeks ended November 1, 2014, primarily related to inventory write-downs, involuntary termination benefits and lease obligations, of which \$7.0 million was recorded in cost of sales and \$6.9 million was recorded in selling, general and administrative expenses in our unaudited condensed consolidated statements of operations. As of November 1, 2014, we had transferred or otherwise ceased daily operations in all of our stores in Spain. We may incur additional charges related to the final shutdown of these operations, which we expect to be complete by the end of the fiscal year.

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 Senior 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 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 net proceeds from the offering were used to pay down the remaining outstanding balance of our revolving credit facility and will be used for general corporate purposes, which may include acquisitions, dividends and stock buybacks. See "Liquidity and Capital Resources" below regarding our outstanding indebtedness and Note 6, "Debt," of the Notes to Unaudited Condensed Consolidated Financial Statements for a more complete description of the Senior Notes offering.

Additionally, as part of our efforts to drive long-term shareholder value, we have accomplished the following return of capital activities in fiscal 2014:

Quarterly cash dividend. On March 4, 2014, our Board of Directors authorized an increase in our annual cash dividend from \$1.10 to \$1.32 per share of Class A Common Stock, which represents an increase of 20%. On March 25, June 17 and September 16, 2014, we made quarterly dividend payments of \$0.33 per share of Class A Common Stock to stockholders of record on March 17, June 4 and September 3, 2014, respectively. Additionally, on November 11, 2014, our Board of Directors declared a quarterly cash dividend of \$0.33 per common share payable on December 16, 2014, to shareholders of record as of the close of business on November 25, 2014.

Share repurchase activity. During the first three quarters of fiscal 2014, we repurchased 6.8 million shares of our Class A Common Stock at an average price per share of \$39.90 for a total of \$271.7 million. Additionally, on November 11, 2014, our Board of Directors authorized \$500.0 million of funds to be used to repurchase shares of our Class A Common Stock. This new authorization replaces the \$500.0 million stock repurchase plan announced in November 2013, which had approximately \$176.4 million remaining at the time of the new authorization. Between November 2 and December 3, 2014, we repurchased an additional 0.8 million shares of our Class A Common Stock for an average price per share of \$41.15.

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Critical Accounting Policies

Our unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and do not include all disclosures required under GAAP for complete financial statements. Preparation of these statements requires us to make judgments and estimates. Some accounting policies have a significant impact on amounts reported in these financial statements. For a summary of significant accounting policies and the means by which we develop estimates thereon, see “Part 2 - Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2013 Annual Report on Form 10-K. There have been no material changes to our critical accounting policies from those included in our 2013 Annual Report on Form 10-K.

Consolidated Results of Operations

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

Statement of Operations Data:	13 Weeks Ended November 1, 2014				November 2, 2013				39 Weeks Ended November 1, 2014				November 2, 2013			
	Dollars		Percent		Dollars		Percent		Dollars		Percent		Dollars		Percent	
Net sales	\$2,092.2	100.0	%	\$2,106.7	100.0	%	\$5,819.9	100.0	%	\$5,355.7	100.0	%				
Cost of sales	1,470.0	70.3		1,508.3	71.6		4,020.4	69.1		3,697.6	69.0					
Gross profit	622.2	29.7		598.4	28.4		1,799.5	30.9		1,658.1	31.0					
Selling, general and administrative expenses	494.3	23.6		448.5	21.3		1,450.7	24.9		1,319.3	24.6					
Depreciation and amortization	38.1	1.8		40.8	1.9		116.4	2.0		123.7	2.3					
Operating earnings	89.8	4.3		109.1	5.2		232.4	4.0		215.1	4.1					
Interest expense, net	3.1	0.2		0.7	—		4.8	0.1		2.9	0.1					
Earnings before income tax expense	86.7	4.1		108.4	5.2		227.6	3.9		212.2	4.0					
Income tax expense	30.3	1.4		39.8	1.9		78.6	1.3		78.5	1.5					
Net income	\$56.4	2.7	%	\$68.6	3.3	%	\$149.0	2.6	%	\$133.7	2.5	%				

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

Beginning with our 2013 Annual Report on Form 10-K, we expanded the categories included in our disclosures on sales and gross profit by category to reflect recent changes in our business, the expansion of categories previously included in Other and our management emphasis as we operate in the future. Our previous categories of New Video Game Hardware and New Video Game Software remain unchanged.

We have expanded our previous category of Pre-owned Video Game Products to include value-priced, or closeout, products and this category is now referred to as the Pre-owned and Value Video Game Products category. We believe

there is an opportunity to purchase closeout and overstocked inventory from publishers, distributors and other retailers which is older new product but can be acquired for less than typical new release product costs. This product can then be resold in our Video Game Brands stores and on our Web sites as value-priced product. Our limited sales of this product in the past have yielded significantly higher margins than new video game products, yet slightly lower margins than pre-owned video game products.

In the past, all other products we sold were categorized into “Other,” which included video game accessories, digital products, new and pre-owned mobile products, consumer electronics, revenues from our PowerUp Rewards program and Game Informer subscription sales, strategy guides, toys and PC entertainment software. We are separating our historical Other category into the following new categories:

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• Video Game Accessories, which includes new accessories for use with video game consoles and hand-held devices and software, such as controllers, gaming headsets and memory cards;

• Digital, which includes revenues from the sale of DLC, full game downloads, Xbox Live, PlayStation Plus and Nintendo network points and subscription cards, other prepaid digital currencies and time cards, Kongregate, Game Informer digital subscriptions and PC digital downloads;

• Mobile and Consumer Electronics, which includes revenues from selling new and pre-owned mobile devices and consumer electronics in Video Game Brands stores and all revenues from our Technology Brands stores;

• Other, which includes revenues from the sales of PC entertainment software, toys, strategy guides and revenues from PowerUp Pro loyalty members receiving Game Informer magazine in physical form.

The following tables set forth net sales and gross profit (in millions) and gross profit percentages by significant product category for the periods indicated:

	13 Weeks Ended			November 2, 2013			39 Weeks Ended			November 2, 2013		
	November 1, 2014			November 1, 2014			November 1, 2014			November 1, 2014		
	Net Sales	Percent of Total		Net Sales	Percent of Total		Net Sales	Percent of Total		Net Sales	Percent of Total	
Net Sales:												
New video game hardware	\$449.7	21.5	%	\$181.8	8.6	%	\$1,219.9	21.0	%	\$571.4	10.7	%
New video game software	743.7	35.5	%	1,133.1	53.8	%	1,800.5	30.9	%	2,266.1	42.3	%
Pre-owned and value video game products	499.3	23.9	%	486.6	23.1	%	1,660.3	28.5	%	1,587.9	29.6	%
Video game accessories	132.6	6.4	%	98.0	4.6	%	385.2	6.7	%	316.5	6.0	%
Digital	54.9	2.6	%	46.0	2.2	%	163.3	2.8	%	151.6	2.8	%
Mobile and consumer electronics	126.0	6.0	%	56.0	2.7	%	340.3	5.8	%	167.6	3.1	%
Other	86.0	4.1	%	105.2	5.0	%	250.4	4.3	%	294.6	5.5	%
Total	\$2,092.2	100.0	%	\$2,106.7	100.0	%	\$5,819.9	100.0	%	\$5,355.7	100.0	%

	13 Weeks Ended			November 2, 2013			39 Weeks Ended			November 2, 2013		
	November 1, 2014			November 1, 2014			November 1, 2014			November 1, 2014		
	Gross Profit	Gross Profit Percent		Gross Profit	Gross Profit Percent		Gross Profit	Gross Profit Percent		Gross Profit	Gross Profit Percent	
Gross Profit:												
New video game hardware	\$48.4	10.8	%	\$13.7	7.5	%	\$124.6	10.2	%	\$49.4	8.6	%
New video game software	172.7	23.2	%	249.1	22.0	%	415.6	23.1	%	496.2	21.9	%
Pre-owned and value video game products	237.8	47.6	%	216.6	44.5	%	798.3	48.1	%	738.0	46.5	%
Video game accessories	49.9	37.6	%	38.1	38.9	%	146.8	38.1	%	126.4	39.9	%
Digital	35.2	64.1	%	31.9								