

ARES PARTNERS MANAGEMENT CO LLC

Form 3

March 31, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â Ares Corporate Opportunities  
Fund II, L.P.

(Last) (First) (Middle)

2000 AVENUE OF THE  
STARS,Â 12TH FLOOR

(Street)

LOS ANGELES,Â CAÂ 90067

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
03/31/20113. Issuer Name **and** Ticker or Trading Symbol

GNC ACQUISITION HOLDINGS INC. [GNC]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☐ Form filed by One Reporting  
Person  
☒ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Class A common stock, par value \$0.001 per  
share 33,539,898 (1) (2)

D Â

Series A preferred stock, par value \$0.001 per  
share 11,460,102 (1) (2)

D Â

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ares Corporate Opportunities Fund II, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â X	â X	â	â
ACOF Management II, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â X	â X	â	â
ACOF Operating Manager II, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â X	â X	â	â
ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â X	â X	â	â
ARES PARTNERS MANAGEMENT CO LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â X	â X	â	â

## Signatures

/s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER II, L.P., Manager, for ARES CORPORATE OPPORTUNITIES FUND II, L.P.	03/31/2011
**Signature of Reporting Person	Date
/s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER II, L.P., General Partner, for ACOF MANAGEMENT II, L.P.	03/31/2011
**Signature of Reporting Person	Date
/s/ Michael D. Weiner, Authorized Signatory, for ACOF OPERATING MANAGER II, L.P.	03/31/2011
**Signature of Reporting Person	Date
/s/ Michael D. Weiner, Authorized Signatory, for ARES MANAGEMENT LLC	03/31/2011
**Signature of Reporting Person	Date

/s/ Michael D. Weiner, Authorized Signatory, for ARES PARTNERS MANAGEMENT COMPANY LLC

03/31/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The amount reported is owned of record by the designated reporting person, Ares Corporate Opportunities Fund II, L.P. ("ACOF"). The general partner of ACOF is ACOF Management II, L.P. ("ACOF Management") and the general partner of ACOF Management is ACOF Operating Manager II, L.P. ("ACOF Operating"). ACOF Operating is indirectly controlled by Ares Management LLC ("Ares

(1) Management") which, in turn, is indirectly controlled by Ares Partners Management Company LLC ("Ares Partners," and collectively with ACOF, ACOF Management, ACOF Operating and Ares Management, the "Ares Entities"). Ares Partners is managed by an executive committee comprised of Messrs. Michael Arougheti, David Kaplan, Gregory Margolies, Antony Ressler and Bennett Rosenthal. (Continued in footnote 2)

Each of the members of the executive committee, the Ares Entities (other than ACOF, with respect to the shares owned by ACOF) and the partners, members and managers of the Ares Entities disclaims beneficial ownership of these securities, except to the extent of any

(2) pecuniary interest therein, and this Form 3 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.