

GNC HOLDINGS, INC.

Form 4

November 01, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ONTARIO TEACHERS PENSION  
PLAN BOARD**

(Last) (First) (Middle)

5650 YONGE STREET SUITE 300

(Street)

TORONTO M2M 4H5

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**GNC HOLDINGS, INC. [GNC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Class A<br>common<br>stock, par<br>value<br>\$0.001<br>per share | 10/31/2011                              |   | S                                    | 10,204,763<br>(1)   | \$<br>23.76<br>(2)   | D (3)   |   |
| Class B<br>common<br>stock, par<br>value<br>\$0.001<br>per share | 10/31/2011                              |   | J(4)                                 | 10,204,763  | D (4)  | 3,577,548   | D (3)   |

$$\mathbf{J}^{(4)}$$

A

(4)

D (3)

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title<br>or<br>Number<br>of<br>Shares               |  |

**Reporting Owner Name / Address**

## Relationships

Director    10% Owner    Officer    Other

ONTARIO TEACHERS PENSION PLAN BOARD  
5650 YONGE STREET SUITE 300  
TORONTO M2M 4H5

X

X

ONTARIO TEACHERS' PENSION PLAN BOARD, /s/ Melissa Kennedy, Senior Vice-President

11/01/2011

\*\*Signature of Reporting Person

Date \_\_\_\_\_

### Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

(1)

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In connection with the secondary offering of Class A common stock, par value \$0.001 per share, of GNC Holdings, Inc. (the "Issuer"), in which Ontario Teachers' Pension Plan Board ("OTPP") was a selling stockholder.

- (2) This amount represents the \$24.75 secondary offering price, less the underwriting discount and commissions of \$0.99 per share of Class A common stock.
- The reported securities are owned by OTPP. Each of Mr. Andrew Claerhout, Mr. Romeo Leemrijse, and Mr. Roman Duch may be
- (3) deemed to have power to dispose of the shares held by OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.
- (4) The Issuer converted 10,204,763 shares of the Issuer's Class B common stock, par value \$0.001 per share, held by OTPP, into an equal number of shares of the Issuer's Class A common stock, par value \$0.001 per share.

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

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