

GNC HOLDINGS, INC.

Form 4

November 08, 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, A6 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)
11/07/2011

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A common stock, par value \$0.001 per share	11/07/2011		S	1,517,370 (1)	D 23.76 (2)	22,767,420	D (3)
Class B common stock, par value \$0.001 per share	11/07/2011		J(4)	1,517,370	D (4)	2,060,178	D (3)

Class A
common
stock, par
value
\$0.001
per share

11/07/2011

J⁽⁴⁾

1,517,370

A

⁽⁴⁾

24,284,790

D ⁽³⁾

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

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONTARIO TEACHERS PENSION PLAN BOARD
5650 YONGE STREET
SUITE 300
TORONTO, A6 M2M 4H5

X

X

Signatures

ONTARIO TEACHERS' PENSION PLAN BOARD ** Melissa Kennedy Senior
Vice-President

11/08/2011

**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).

In connection with the exercise by the underwriters of their option to purchase additional shares in 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.

(1) 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 OTTP. Each of Mr. Andrew Claerhout, Mr. Romeo Leemrijse, and Mr. Roman Duch may be deemed to have power to dispose of the shares held by OTTP because of a delegation of authority from the Board of Directors of OTTP, and each expressly disclaims beneficial ownership of such shares.

(3) The Issuer converted 1,517,370 shares of the Issuer's Class B common stock, par value \$0.001 per share, held by OTTP, 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.

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.