GNC HOLDINGS, INC.

Form 4

March 26, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

OMB APPROVAL

January 31, 2005

0.5

Estimated average burden hours per

response...

SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

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

> (Last) (First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

GNC HOLDINGS, INC. [GNC]

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

5650 YONGE STREET, SUITE 300 03/26/2012

(Zip)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director _ 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

TORONTO, ONTARIO, CANADA M2M 4H5

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(State)

3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Securities Beneficially Form: Owned Following Reported (I) Transaction(s) (Instr. 4)

7. Nature Ownership of Indirect Beneficial Direct (D) Ownership or Indirect (Instr. 4)

Code V Amount (Instr. 3 and 4)

Class A common

stock, par 03/26/2012 value

\$0.001 ("Common Stock")

\$ 1,409,313 S D 32.2438 15,540,235 (2)

Price

(A)

or

(D)

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

SEC 1474 (9-02)

Edgar Filing: GNC HOLDINGS, INC. - Form 4

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	•	of	Number		
							2				
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topoling O mor I mile 1 mar 100	Director	10% Owner	Officer	Other			
ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET SUITE 300 TORONTO, ONTARIO, CANADA M2M 4H5	X	X					

Signatures

/s/ Melissa Kennedy, Senior Vice-President of Ontario Teachers' Pension Plan Board

03/26/2012

**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) In connection with an offering of Common Stock of GNC Holdings, Inc. (the "Issuer") in which Ontario Teachers' Pension Plan Board ("OTPP") was a selling stockholder.
- (2) This amount represents the \$33.50 offering price, less the underwriting discount and commissions of \$1.2563 per share of Common Stock.
- The reported securities are owned by OTPP. Each of Messrs. Andrew Claerhout, Romeo Leemrijse and Roman Duch may be deemed to (3) 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.

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.

Reporting Owners 2