Nuzzo Michael Form 4 April 26, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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 * Nuzzo Michael (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			GNC HOLDINGS, INC. [GNC] 3. Date of Earliest Transaction			
GNC HOLDING SIXTH AVENU	OLDINGS, INC., 300 AVENUE		(Month/Day/Year) 04/25/2012	Director 10% OwnerX_ Officer (give title Other (specibelow) below) EVP, Chief Financial Officer		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PITTSBURGH, PA 15222				Form filed by More than One Reporting Person		

PITTSBURGH, PA 15222

(City)	(State) (Zip) Table	e I - Non-D	Derivative Secu	rities Acquire	ed, Disposed of, o	r Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A common stock, par			Code V)) Price	(Instr. 3 and 4)		
value \$0.001 ("Common Stock")	04/25/2012		M	90,000 A	\$ 11.55	104,420	D	
Common Stock	04/25/2012		S	90,000 D	\$ 38.7324 (2)	14,420	D	

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 11.55	04/25/2011		M	90,000	(3)	10/28/2018	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Hame / Hauress	

Director 10% Owner Officer Other

EVP, Chief

Financial

Officer

Nuzzo Michael GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222

Signatures

/s/ Gavin O'Connor, by power of attorney 04/26/2012

**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) These shares (the "10b5-1 Plan Shares") were sold pursuant to a Rule 10b5-1 sales plan adopted by Mr. Nuzzo on February 28, 2012.
- The 10b5-1 Plan Shares were sold in multiple transactions at prices ranging from \$38.23 to \$39.48, inclusive, and the price reported reflects the weighted average price at which the 10b5-1 Plan Shares were sold. Mr. Nuzzo undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Option granted on October 21, 2008. This option, representing a right to purchase 150,000 shares of Common Stock, vests in five equal installments on October 21, 2009, 2010, 2011, 2012 and 2013.

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

Reporting Owners 2

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