

Drexler Andrew
Form 3
January 31, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Drexler Andrew
(Last) (First) (Middle)

C/O GNC HOLDINGS,
INC.,Â 300 SIXTH AVENUE

(Street)

PITTSBURGH,Â PAÂ 15222

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/24/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
SVP and Corporate Controller

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
("Common Stock")

5,434 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	10/26/2018	Common Stock	22,500 (2)	\$ 25.1	D	Â
Stock Option (right to buy)	Â (3)	11/05/2019	Common Stock	4,452 (3)	\$ 36.16	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drexler Andrew C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â SVP and Corporate Controller	Â

Signatures

/s/ Gavin O' Connor, by power of attorney

01/24/2013

__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).

- Represents grants of restricted stock as follows (1) 2,669 shares of restricted stock granted October 26, 2011 pursuant to the GNC Holdings, Inc. 2011 Stock and Incentive Plan (the "Restricted Stock"). These shares of restricted stock vest as follows: 20% on the third anniversary of 10/26/2011; 30% on the fourth anniversary of 10/26/2011; and 50% on the fifth anniversary of 10/26/2011; and (2) 2,765 shares of restricted stock units granted November 5, 2012, each of which represents a contingent right to receive one share of the Common Stock. These restricted stock units vest in three equal installments on November 5, 2013, 2014 and 2015.
- (2) The option vests in five equal installments on October 26, 2012, 2013, 2014, 2015 and 2016.
- (3) The option vests in four equal installments on November 5, 2013, 2014, 2015 and 2016.

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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