

GNC HOLDINGS, INC.

Form 3

November 03, 2014

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Hennion Jeffrey R.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/23/2014

3. Issuer Name **and** Ticker or Trading Symbol
GNC HOLDINGS, INC. [GNC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O GNC HOLDINGS,
INC., 300 SIXTH AVENUE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Ch. Marketing & eComm. Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One
Reporting Person

PITTSBURGH, PA 15222

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

4,649 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**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.****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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	10/22/2024	Common Stock	14,119	\$ 40.33 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hennion Jeffrey R. C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â Ch. Marketing & eComm. Officer	Â

Signatures

/s/ Amanda J. Skov,
Attorney-in-fact

11/03/2014

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).

- (1) Restricted stock units ("RSUs") granted under the Issuer's 2011 Stock and Incentive Plan, each of which represents a contingent right to receive one share of the Issuer's Class A Common Stock, par value \$.001 per share (the "Common Stock"). The RSUs vest in three equal annual installments on each October 22, 2015 through 2017, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.
- (2) The options, which were granted under the Issuer's 2011 Stock and Incentive Plan, vest in four equal annual installments on each October 22, 2015 through 2018, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.
- (3) Based on the October 22, 2014 closing price for a share of the Common Stock on the New York Stock Exchange.

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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