

GNC HOLDINGS, INC.  
Form 8-K  
May 22, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported):  
May 22, 2018

GNC HOLDINGS, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware 001-35113 20-8536244  
(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)

300 Sixth Avenue  
Pittsburgh, Pennsylvania 15222  
(Address of principal executive offices, including zip code)

(412) 288-4600  
(Registrant's telephone number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
- Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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## Item 5.07 Submission of Matters to a Vote of Security Holders

On May 22, 2018, GNC Holdings, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The following proposals were considered and voted upon by the Company’s stockholders at the Annual Meeting: (1) the election of eight directors for one-year terms expiring in 2019; (2) the approval, by non-binding advisory vote, of the compensation paid to the Company’s named executive officers in 2017; (3) the approval of the adoption of the Company’s 2018 Stock and Incentive Plan, and (4) the ratification of the appointment of PricewaterhouseCoopers LLP (“PwC”) as independent auditors for the Company’s fiscal year ending December 31, 2018, as disclosed in the Company’s proxy materials for the Annual Meeting.

1. The following individuals were elected to serve as directors of the Company. Votes were cast as follows:

| Nominee               | For        | Against | Withheld  | Broker Non-Votes |
|-----------------------|------------|---------|-----------|------------------|
| Jeffrey P. Berger     | 27,694,322 | —       | 2,796,938 | 24,239,248       |
| Alan D. Feldman       | 27,471,468 | —       | 3,019,792 | 24,239,248       |
| Michael F. Hines      | 27,690,014 | —       | 2,801,246 | 24,239,248       |
| Amy B. Lane           | 27,698,874 | —       | 2,792,386 | 24,239,248       |
| Philip E. Mallott     | 27,696,077 | —       | 2,795,183 | 24,239,248       |
| Kenneth A. Martindale | 27,833,020 | —       | 2,658,240 | 24,239,248       |
| Robert F. Moran       | 29,762,049 | —       | 729,211   | 24,239,248       |
| Richard J. Wallace    | 27,694,928 | —       | 2,796,332 | 24,239,248       |

2. The 2017 compensation paid to the Company’s named executive officers was approved by non-binding vote. Votes were cast as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 23,004,101 | 7,232,458 | 254,701 | 24,239,248       |

3. The adoption of the Company’s 2018 Stock and Incentive Plan was approved. Votes were cast as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 22,243,485 | 8,000,381 | 247,394 | 24,239,248       |

4. The appointment of PwC as the Company’s independent auditors for the Company’s fiscal year ending December 31, 2018 was ratified. Votes were cast as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 53,325,892 | 949,888 | 454,728 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GNC HOLDINGS, INC.

Date: May 22, 2018 By: /s/ Kevin G. Nowe  
Senior Vice President, Chief Legal Officer  
and Secretary

Kevin G. Nowe