GNC CORP
Form 8-K
December 16, 2004

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

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): December 14, 2004

GNC Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware	333-116040	72-1575170
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

300 Sixth Avenue, Pittsburgh, Pennsylvania 15222
(Address of principal executive offices) (Zip Code)

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

Not Applicable
(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:

[ ] 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))

Item 1.01 Entry into a Material Definitive Agreement.

On December 14, 2004, GNC Corporation ("GNC") entered into the First Amendment to Credit Agreement ("Amendment"), among General Nutrition Centers, Inc. ("Centers"), the several banks and other financial institutions or entities from time to time party to the Credit Agreement referred to below ("Lenders") and Lehman Commercial Paper Inc., as administrative agent for the Lenders ("Administrative Agent"), to amend its Credit Agreement, dated as of December 5, 2003, among Centers, the Lenders, the Administrative Agent and Lehman Brothers Inc. and J.P. Morgan Securities Inc., as Arrangers.

This Amendment modifies certain of the restrictive covenants contained in Centers' senior credit facility. The effectiveness of this Amendment is subject to certain conditions, including the prepayment on or prior to January 31, 2005 of at least $185,000,000 of Centers' outstanding term loan debt. A copy of the Amendment is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

10.1 First Amendment to Credit Agreement, dated as of December 14, 2004, among GNC Corporation, General Nutrition Centers, Inc., the several banks and other financial institutions or entities from time to time party to the Credit Agreement referred to therein and Lehman Commercial Paper Inc.

SIGNATURES

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

Dated: December 15, 2004

GNC CORPORATION

By: /s/ David R. Heilman

Name: David R. Heilman
Title: Executive Vice President, Chief Administrative Officer

EXHIBIT INDEX

Exhibit No.	Description

10.1	First Amendment to Credit Agreement, dated as of December 14, 2004, among GNC Corporation, General Nutrition Centers, Inc., the several banks and other financial institutions or entities from time to time party to the Credit Agreement referred to therein and Lehman Commercial Paper Inc.