## Edgar Filing: GNC HOLDINGS, INC. - Form 4

GNC HOLDI	NGS, INC.										
Form 4	2012										
November 07											
FORM	4 UNITED S'	UNITED STATES SECURITIES AND EXCHANGE COMMISSIO							OMB APPROVAL		
	UNITED 5	Washington, D.C. 20549						OMB Number:	3235-0287		
Check this			8 /		Expires:	January 31,					
if no longe subject to	statemi	ENT OF CH	ANGES IN H	<b>ERSHIP OF</b>	Estimated average 2005						
Section 16			SECUR		burden hours per						
Form 4 or						1	response 0.5				
Form 5 obligations biligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section											
may contin	iue.		Investment (	<b>.</b>	• •			L			
See Instruct 1(b).	ction	50(ii) of the		company	1100	01 17 1	•				
(Print or Type Re	esponses)										
1 Name and Ad	dress of Reporting Pe	erson <sup>*</sup> 2 L	war Nama and	Tieker or T	Fradin	~	5 Relationship of l	Reporting Pers	on(s) to		
Ramanathan		Symb		suer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
		•	GNC HOLDINGS, INC. [GNC]								
(Last)	(First) (Mi		e of Earliest Tra			-	(Check	c all applicable	)		
<b>``</b>			Month/Day/Year)				Director		Owner		
C/O GNC HOLDINGS, INC., 300 11/(			11/05/2013				XOfficer (give titleOther (specify below) below)				
SIXTH AVE						SVP, Chief Innovation Officer					
(Street) 4.			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check				
	Applicable Line)										
DITTODUDC					_X_ Form filed by One Reporting Person Form filed by More than One Reporting						
PITISBURG	Н, РА 15222						Person				
(City)	(State) (Z	Zip) 1	able I - Non-De	erivative S	ecuri	ties Acqu	iired, Disposed of,	or Beneficiall	y Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)			$\frac{1}{2} \frac{1}{2} \frac{1}$			Securities	Ownership	Indirect		
(Instr. 3) any (Month/E			Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8)				Beneficially Owned	Form: Direct Be (D) or O	Ownership		
		` <b>`</b>	, , , ,				Following	Indirect (I)	(Instr. 4)		
					(A)		Reported Transaction(s)	(Instr. 4)			
			Coda V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A			Coue v	Amount	(D)	Flice					
Common						¢					
Stock, par	11/05/2013		F	436 <u>(1)</u>	р	\$ 59.76	22,866	D			
value \$0.001	11105/2015		1	+30 <u>()</u>	D	(2)	22,000	D			
("Common Steals")						_					
Stock")											

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

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.

## Edgar Filing: GNC HOLDINGS, INC. - Form 4

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1.0.0	Director	10% Owner	Officer	Other			
Ramanathan Guru C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222			SVP, Chief Innovation Officer				
Signatures							
/s/ Gavin O'Connor, Attornev-in-Fact		11/07/2013					

\*\*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).
- Shares withheld to cover minimum income tax withholding obligation in connection with the vesting of 1,844 restricted stock units
  (1) ("RSUs"). The RSUs comprise a portion of the November 5, 2012 grant of restricted stock units to Mr. Stubenhofer, which vests in equal installments on each November 5, 2013, 2014 and 2015.
- (2) Equal to the closing price for one share of the Common Stock on the New York Stock Exchange on November 5, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.