Burt Gene Eddie Form 3 February 05, 2018

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement GNC HOLDINGS, INC. [GNC] A Burt Gene Eddie (Month/Day/Year) 01/25/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O GNC HOLDINGS, (Check all applicable) INC., 300 SIXTH AVENUE (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting EVP, Merch. and Supply Chain Person PITTSBURGH, Â PAÂ 15222 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â 10,941 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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)
		Title	Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(2)	02/22/2027	Common Stock	35,000	\$ 7.99 (3)	D	Â
Performance Share Units	(4)	12/31/2019	Common Stock	14,588	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
1 8	Director	10% Owner	Officer	Other
Burt Gene Eddie C/O GNC HOLDINGS, INC.	^	^		^
300 SIXTH AVENUE	A	A	EVP, Merch. and Supply Chain	A
PITTSBURGH, PA 15222				

Signatures

/s/Gavin M. O'Connor, by power of attorney 02/05/2018

**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).
- Restricted stock units ("RSUs") granted under the Issuer's 2015 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 installments on each February 22, 2018 through 2020, 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 2015 Stock and Incentive Plan, vest in four equal installments on each February 22, 2018 through 2021, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.
- (3) Based on the February 22, 2017 closing price for a share of the Common Stock on the New York Stock Exchange.
- (4) Each performance share unit represents a contingent right granted under the Issuer's 2015 Stock and Incentive Plan to receive one share of the Issuer's Common Stock. The performance share units vest dependent upon the Issuer's total shareholder return.

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Remarks:

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.

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