

Fortunato Joe
Form 3
March 31, 2011

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fortunato Joe | | (Month/Day/Year) | GNC ACQUISITION HOLDINGS INC. [GNC] | |
| (Last) | (First) | (Middle) | 03/31/2011 | |
| GNC HOLDINGS, INC., Â 300 SIXTH AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PITTSBURGH, Â PA Â 15222 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Executive Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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) |
|--|---|--|---|
| Class A common stock, par value \$0.001 ("Common Stock") | 201,801 | D | Â |
| Common Stock | 46,692 | I | By grantor retained annuity trust |
| Series A preferred stock, par value \$0.001 | 84,907 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) ⁽¹⁾ | Â ⁽¹⁾ | 03/15/2017 | Common Stock | 80,000 ⁽¹⁾ | \$ 5 | D | Â |
| Stock Option (right to buy) ⁽²⁾ | Â ⁽²⁾ | 03/15/2017 | Common Stock | 1,182,877 ⁽²⁾ | \$ 5 | D | Â |
| Stock Option (right to buy) ⁽³⁾ | Â ⁽³⁾ | 03/15/2017 | Common Stock | 1,262,877 ⁽³⁾ | \$ 7.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortunato Joe GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ Gerald J. Stubenhofer, Jr., by power of attorney

03/31/2011

__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) Mr. Fortunato was granted an option to purchase 80,000 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which zero shares have been exercised and 80,000 shares are vested and exercisable.
- (2) Mr. Fortunato was granted an option to purchase 1,187,877 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which zero shares have been exercised and 1,187,877 shares are vested and exercisable.
- (3) Mr. Fortunato was granted an option to purchase 1,262,877 shares of Common Stock at the grant price of \$7.50 per share on March 16, 2007, of which zero shares have been exercised and 1,262,877 shares are vested and exercisable.

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Remarks:

Exhibit 24 - Power of Attorney

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.