

GNC HOLDINGS, INC.
Form 4
March 19, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ONTARIO TEACHERS PENSION PLAN BOARD

(Last) (First) (Middle)

5650 YONGE STREET, SUITE 300

(Street)

TORONTO, ONTARIO,
CANADA M2M 4H5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A common stock, par value \$0.001 | 03/19/2012 | | S | | 9,395,420 ⁽¹⁾ | D | \$ 32.2438 ⁽²⁾ |
| Class B common stock, par value \$0.001 | 03/19/2012 | | J ⁽⁴⁾ | | 2,060,178 | D | 0 |
| Class A common | 03/19/2012 | | J ⁽⁴⁾ | | 2,060,178 | A | 16,949,548 |

stock,
par value
\$0.001

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET SUITE 300 TORONTO, ONTARIO, CANADA M2M 4H5 | X | X | | |

Signatures

/s/ Jeff Davis, Vice-President & Associate General Counsel of Ontario Teachers' Pension Plan Board

03/19/2012

__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).
- (1) In connection with an offering of Class A common stock, par value \$0.001 per share ("Class A Common Stock"), of GNC Holdings, Inc. (the "Issuer"), in which Ontario Teachers' Pension Plan Board ("OTPP") was a selling stockholder.
- (2)

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This amount represents the \$33.50 offering price, less the underwriting discount and commissions of \$1.2563 per share of Class A Common Stock.

- The reported securities are owned by OTPP. Each of Messrs. Andrew Claerhout, Romeo Leemrijse and Roman Duch may be deemed to
- (3) have power to dispose of the shares held by OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.
 - (4) OTPP converted 2,060,178 shares of the Issuer's Class B common stock, par value \$0.001 per share, held by OTPP into an equal number of shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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