

GNC HOLDINGS, INC.  
Form DEFA14A  
April 11, 2019

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

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SCHEDULE 14A  
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

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Filed by the Registrant    Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

GNC HOLDINGS, INC.  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Voting Instructions 0000417063\_4 R1.0.1.18

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See the reverse side of this notice to obtain proxy materials and voting instructions. You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. \*\*\* Exercise Your Right to Vote \*\*\* 0000417063\_1 R1.0.1.18 GNC HOLDINGS, INC. Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 21, 2019 Meeting Information Meeting Type: Annual Meeting For holders as of: March 25, 2019 Date: May 21, 2019 Time: 8:00 AM EDT Location: Omni William Penn Hotel 530 William Penn Place Pittsburgh, PA 15219

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**How To Vote Please Choose One of the Following Voting Methods**  
**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. **Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box available and follow the instructions. **Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form. **Before You Vote** **How to Access the Proxy Materials**  
**Proxy Materials Available to VIEW or RECEIVE:** (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). **How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-16393 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. Have the information that is printed in the box marked by the arrow marked by the arrow  
0000417063\_2 R1.0.1.18 1. Notice & Proxy Statement 2. Form 10-K  
**How to View Online:** Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 07, 2019 to facilitate timely delivery.

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Voting items 0000417063\_3 R1.0.1.18 The Board of Directors recommends that you vote FOR the following:1. Election of DirectorsNominees 01 Alan D. Feldman 02 Michael F. Hines 03 Amy B. Lane 04 Philip E. Mallott 05 Kenneth A. Martindale 06 Robert F. Moran 07 Hsing Chow 08 Yong Kai Wong 09 Michele S. Meyer The Board of Directors recommends you vote FOR the following proposal(s):The adoption, by non-binding vote, of the advisory resolution to approve the compensation paid to the Company's named executive officers in 2018, as disclosed in the proxy materials.The ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company's 2019 fiscal year.NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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Voting Instructions 0000417063\_4 R1.0.1.18

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