

GNC HOLDINGS, INC.  
Form 8-K  
August 05, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported):  
August 5, 2015 (August 4, 2015)

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

|                                      |                                       |   |
|--------------------------------------|---------------------------------------|---|
| Delaware<br>(State of Incorporation) | 001-35113<br>(Commission File Number) | 20-8536244<br>(IRS Employer Identification No.) |
|--------------------------------------|---------------------------------------|---|

300 Sixth Avenue  
Pittsburgh, Pennsylvania 15222  
(Address of principal executive offices, including zip code)

(412) 288-4600  
(Registrant's telephone number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On August 4, 2015, GNC Holdings, Inc. (the “Company”) issued a press release announcing the pricing of \$250 million aggregate principal amount of 1.5% convertible senior notes due 2020. The full text of the press release is furnished hereto as Exhibit 99.1

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit Number | Description                         |
|----------------|-------------------------------------|
| 99.1           | Press Release, dated August 4, 2015 |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 5, 2015

GNC HOLDINGS, INC.

By: /s/ Tricia K. Tolivar  
Tricia K. Tolivar  
Executive Vice President and  
Chief Financial Officer

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Exhibit Index

| Exhibit Number | Description                         |
|----------------|-------------------------------------|
| 99.1           | Press Release, dated August 4, 2015 |