

Harbin Pharmaceutical Group Co., Ltd.
 Form 4
 February 15, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Harbin Pharmaceutical Group Co., Ltd.

(Last) (First) (Middle)

NO. 68 LIMIN WEST FOURTH STREET, LIMIN DEVELOPMENT ZONE

(Street)

HARBIN, F4

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------|--|----------------------|-----------------|---|----------------------------------|------------------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Convertible Preferred Stock | \$ 5.35 | 02/13/2019 | A | | 149,950 <u>(1)</u> <u>(2)</u> | | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 28,028,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Harbin Pharmaceutical Group Co., Ltd. NO. 68 LIMIN WEST FOURTH STREET LIMIN DEVELOPMENT ZONE HARBIN, F4 | | X | | |

Signatures

Harbin Pharmaceutical Group Co., Ltd., By: /s/ Hsing Chow, Authorized Signatory 02/15/2019

__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).

On February 13, 2018, the Issuer entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with Harbin Pharmaceutical Group Holdings Co., Ltd., whose rights and obligations were subsequently assigned to Harbin Pharmaceutical Group Co., Ltd. ("Harbin"), pursuant to which the Issuer agreed to issue and sell to Harbin, and Harbin agreed to purchase from the Issuer, 299,950 (1) shares of Series A Convertible Preferred Stock for a purchase price of \$1,000 per share (the "Securities Purchase"). On November 7, 2018, the Issuer and Harbin entered into an Amendment to the Securities Purchase Agreement, pursuant to which the Issuer and Harbin agreed, among other things, to complete the Securities Purchase as follows: (i) 100,000 shares of Series A Convertible Preferred Stock that were issued on November 8, 2018 for a total purchase price of \$100,000,000,

(2) (Continued from Footnote 1) (ii) 50,000 shares of Series A Convertible Preferred Stock to be issued on December 28, 2018 for a total purchase price of \$50,000,000 and (iii) 149,950 shares of Series A Convertible Preferred Stock to be issued on February 13, 2019 for a total purchase price of \$149,950,000 (the "Third Issuance"). On February 13, 2019, the Issuer and Harbin consummated the Third Issuance.

Each share of Series A Convertible Preferred Stock accrues dividends quarterly at an annual rate of 6.50% of the Stated Value. Dividends are payable, at the Issuer's option, in cash or in kind by issuing additional shares of Series A Convertible Preferred Stock or by increasing the Stated Value by the amount per share of the dividend, or a combination thereof. Each share of Series A Convertible Preferred Stock is (3) convertible, at the option of the holder, into a number of shares of the Issuer's Class A Common Stock calculated by dividing the Stated Value, plus any accumulated and unpaid dividends on such share of Series A Convertible Preferred Stock, by the conversion price. "Stated Value" means a per share value of \$1,000, subject to increase in connection with the payment of dividends in kind as described above.

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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