

GNC HOLDINGS, INC.  
Form 4  
March 19, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 <sup>(1)</sup>	D	\$ 32.2438 <sup>(2)</sup>
Class B common stock, par value \$0.001	03/19/2012		J <sup>(4)</sup>		2,060,178	D	0
Class A common	03/19/2012		J <sup>(4)</sup>		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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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 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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