

GNC HOLDINGS, INC.  
Form FWP  
November 07, 2012

**Free Writing Prospectus**

**Issuer Free Writing Prospectus dated November 7, 2012**

**Filed Pursuant to Rule 433 under the Securities Act of 1933**

**Registration No. 333-183188**

**GNC HOLDINGS, INC. ANNOUNCES SECONDARY OFFERING**

Pittsburgh, PA November 7, 2012 GNC Holdings, Inc. (NYSE: GNC ) (the Company ), a leading global specialty retailer of health and wellness products, today announced an underwritten offering of 11,732,479 shares of its Class A common stock to be sold by Ares Corporate Opportunities Fund II, L.P. ( Ares ) and Ontario Teachers Pension Plan Board (together with Ares, the Sponsors ). After giving effect to the offering, the Sponsors will hold no shares of the Company s Class A common stock. The Company is neither issuing nor selling any shares in the offering. The offering is expected to close on November 13, 2012, subject to customary closing conditions. J.P. Morgan Securities LLC is the sole underwriter for the offering.

The Company has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at: [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus supplement and accompanying prospectus relating to the offering, when available, may be obtained from:

**J.P. Morgan Securities LLC**

**c/o Broadridge Financial Solutions**

**1155 Long Island Avenue**

**Edgewood, NY 11717**

**Telephone: 1-866-803-9204**

**About GNC**

GNC Holdings, Inc., headquartered in Pittsburgh, Pa., is a leading global specialty retailer of health and wellness products, including vitamins, minerals, and herbal supplement products, sports nutrition products and diet products, and trades on the New York Stock Exchange under the symbol GNC.

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As of September 30, 2012, GNC has more than 7,900 locations, of which more than 6,000 retail locations are in the United States (including 935 franchise and 2,168 Rite Aid franchise store-within-a-store locations) and franchise operations in 55 countries (including distribution centers where retail sales are made). The Company which is dedicated to helping consumers Live Well has a diversified, multi-channel business model and derives revenue from product sales through company-owned retail stores, domestic and international franchise activities, third-party contract manufacturing, e-commerce and corporate partnerships. The Company's broad and deep product mix, which is focused on high-margin, premium, value-added nutritional products, is sold under GNC proprietary brands, including Mega Men®, Ultra Mega®, GNC Total Lean, Pro Performance®, Pro Performance® AMP and Beyond Raw®, and under nationally recognized third-party brands.

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