

GNC HOLDINGS, INC.  
 Form 3  
 June 27, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Szabo Joseph G. (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 06/18/2013	3. Issuer Name and Ticker or Trading Symbol GNC HOLDINGS, INC. [GNC]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Manufacturing	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O GENERAL NUTRITION CENTERS, INC., 300 SIXTH AVENUE (Street)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
PITTSBURGH, PA 15222 (City) (State) (Zip)				

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.001 ("Common Stock")	2,529 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	04/21/2018	Common Stock	6,000	\$ 18.82	D	Â
Stock Option (right to buy)	Â (3)	11/05/2019	Common Stock	5,565	\$ 36.16	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szabo Joseph G. C/O GENERAL NUTRITION CENTERS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â VP, Manufacturing	Â

## Signatures

Amanda J. Skov, by power of attorney  
06/26/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Represents grants, in each case pursuant to the GNC Holdings, Inc. 2011 Stock and Incentive Plan, of (a) 801 shares of restricted stock on April 1, 2011, of which 20% vest on April 21, 2014, 30% vest on April 21, 2015 and 50% vest on April 21, 2016, and (b) 1,728 restricted stock units, each of which represents a contingent right to receive one share of Common Stock, that were granted on November 5, 2012 and vest in three equal annual installments on November 5, 2013, 2014 and 2015.
- (1) Options to purchase 1,500 shares vested on April 21, 2013, and the remaining options vest in equal installments on April 21, 2014 through 2016.
  - (2) Options vest in four equal annual installments on November 5, 2013 through 2016.
  - (3) Options vest in four equal annual installments on November 5, 2013 through 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.