

GNC HOLDINGS, INC.
Form 4
November 15, 2013

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 *
Dowd Thomas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GNC HOLDINGS, INC., 300 SIXTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, CMO and General Manager

PITTSBURGH, PA 15222

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Class A Common Stock, par value \$0.001 ("Common Stock")	11/13/2013		M		15,318	A	\$ 7.5
Common Stock	11/13/2013		M		22,379	A	\$ 18.82
Common Stock	11/13/2013		S		37,697	D	\$ 59.7304
							<u>(1)</u>

Edgar Filing: GNC HOLDINGS, INC. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 7.5	11/13/2013		M	15,318	⁽²⁾ 03/15/2017	Common Stock	15,318
Stock Option (right to buy)	\$ 18.82	11/13/2013		M	22,379	⁽³⁾ 04/21/2018	Common Stock	22,379

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowd Thomas C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222			EVP, CMO and General Manager	

Signatures

/s/ Gavin O'Connor,
Attorney-in-Fact

Date: 11/15/2013

**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) These shares were sold in multiple transactions at prices ranging from \$59.70 to \$59.88 per share. The price reported reflects the weighted average price. Mr. Dowd undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and

Edgar Filing: GNC HOLDINGS, INC. - Form 4

Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (2) Option granted on March 16, 2007. This option, representing the right to purchase 177,044 shares of Common Stock (a portion of which was previously exercised), vested in five equal installments on March 16, 2008, 2009, 2010, 2011 and 2012.
- (3) Option granted on March 16, 2007. This option, representing the right to purchase 177,044 shares of Common Stock vests in five equal installments on April 21, 2012, 2013, 2014, 2015 and 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.