

GNC HOLDINGS, INC.
Form DEFA14A
April 12, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

GNC HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 23, 2017

Meeting Information

Meeting Type: Annual Meeting
GNC HOLDINGS, INC.

For holders as of:

March 24, 2017

Date: May 23, 2017

Time: 8:00 AM EDT

Omni
William
Penn Hotel
530
William
Penn Place
Pittsburgh,
PA 15219

Location:

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the

Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:

www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 09, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a “*legal proxy*.” To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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**Voting items
The Board of
Directors
recommends
that you vote
FOR the
following:**

**1. Election
of Directors**

Nominees

01 Jeffrey P. Berger 02 Alan D. Feldman 03 Michael F. Hines 04 Amy B. Lane 05 Philip E. Mallott
06 Robert F. Moran 07 Richard J. Wallace

The Board of Directors recommends you vote FOR the following proposal(s):

2 The adoption, by non-binding vote, of the advisory resolution to approve the compensation paid to the Company's named executive officers in 2016, as disclosed in the proxy materials.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

3 To recommend, by non-binding vote, the frequency of holding a non-binding, advisory vote by stockholders to approve the compensation of our named executive officers.

The Board of Directors recommends you vote FOR the following proposal(s):

4 The ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for the Company's 2017 fiscal year.

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

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VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

***GNC
HOLDINGS,
INC.
300 SIXTH
AVENUE
PITTSBURGH,
PA 15222***

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

For All **Withhold All** **For All Except**

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

- | | | | | | | | | | |
|----|-------------------|----|--------------------|----|------------------|----|-------------|----|-------------------|
| 01 | Jeffrey P. Berger | 02 | Alan D. Feldman | 03 | Michael F. Hines | 04 | Amy B. Lane | 05 | Philip E. Mallott |
| 06 | Robert F. Moran | 07 | Richard J. Wallace | | | | | | |

The Board of Directors recommends you vote FOR the following proposal:

For Against Abstain

2 The adoption, by non-binding vote, of the advisory resolution to approve the compensation paid to the Company's named executive officers in 2016, as disclosed in the proxy materials.

The Board of Directors recommends you vote 1 YEAR on the following proposal: 1 year 2 years 3 years **Abstain**

3 To recommend, by non-binding vote, the frequency of holding a non-binding, advisory vote by stockholders to approve the compensation of our named executive officers.

The Board of Directors recommends you vote FOR the following proposal:

For Against Abstain

4 The ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for the Company's 2017 fiscal year.

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature
[PLEASE
SIGN WITHIN
BOX] Date

Signature (Joint Owners)

Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice & Proxy Statement, Form 10-K is/are available at www.proxyvote.com

GNC HOLDINGS, INC.
Annual Meeting of Stockholders
May 23, 2017 8:00 AM ET
This proxy is solicited by the Board of Directors

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The Stockholder(s) hereby appoint(s), Tricia K. Tolivar and Gavin M. O'Connor, or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and vote, as designated on the reverse side of this ballot, all of the shares of common stock of GNC HOLDINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 8:00 AM ET, on May 23, 2017, at Omni William Penn Hotel, 530 William Penn Place, Pittsburgh, Pennsylvania 15219, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

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