

Ramanathan Guru  
Form 3  
March 31, 2011

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Ramanathan Guru		(Month/Day/Year)	GNC ACQUISITION HOLDINGS INC. [GNC]	
(Last)	(First)	(Middle)	03/31/2011	
GNC HOLDINGS, INC., 300 SIXTH AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PITTSBURGH, PA 15222			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, Chief Innovation Officer	

**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")	25,320	D	^
Series A preferred stock, par value \$0.001	8,526	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) <u>(1)</u>	Â <u>(1)</u>	03/15/2017	Common Stock	17,540 <u>(1)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(2)</u>	Â <u>(2)</u>	03/15/2017	Common Stock	17,540 <u>(2)</u>	\$ 7.5	D	Â
Stock Option (right to buy) <u>(3)</u>	Â <u>(3)</u>	05/04/2017	Common Stock	48,235 <u>(3)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(4)</u>	Â <u>(4)</u>	05/04/2017	Common Stock	48,235 <u>(4)</u>	\$ 7.5	D	Â
Stock Option (right to buy) <u>(5)</u>	Â <u>(5)</u>	02/04/2020	Common Stock	25,000 <u>(5)</u>	\$ 8.79	D	Â
Stock Option (right to buy) <u>(6)</u>	Â <u>(6)</u>	02/04/2020	Common Stock	25,000 <u>(6)</u>	\$ 13.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramanathan Guru GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â SVP, Chief Innovation Officer	Â

## Signatures

/s/ Gerald J. Stubenhofer, Jr., by power of attorney 03/31/2011

\_\_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).

- (1) Mr. Ramanathan was granted an option to purchase 17,540 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which 14,032 shares are currently vested and exercisable, with the remaining 3,508 shares vesting on March 16, 2012.
- (2) Mr. Ramanathan was granted an option to purchase 17,540 shares of Common Stock at the grant price of \$7.50 per share on March 16, 2007, of which 14,032 shares are currently vested and exercisable, with the remaining 3,508 shares vesting on March 16, 2012.
- (3) Mr. Ramanathan was granted an option to purchase 48,235 shares of Common Stock at the grant price of \$5.00 per share on May 4, 2007, of which 28,941 shares are currently vested and exercisable, with the remaining 19,294 shares vesting as follows: 9,647 shares annually, with the next scheduled vesting on May 4, 2011, and each anniversary thereafter, until fully vested.
- (4) Mr. Ramanathan was granted an option to purchase 48,235 shares of Common Stock at the grant price of \$7.50 per share on May 4, 2007, of which 28,941 shares are currently vested and exercisable, with the remaining 19,294 shares vesting as follows: 9,647 shares annually, with the next scheduled vesting on May 4, 2011, and each anniversary thereafter, until fully vested.

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Mr. Ramanathan was granted an option to purchase 25,000 shares of Common Stock at the grant price of \$8.79 per share on February 4, 2010, of which 5,000 shares are currently vested and exercisable, with the remaining 20,000 shares vesting as follows: 5,000 shares annually, with the next scheduled vesting on February 4, 2012, and each anniversary thereafter, until fully vested.

Mr. Ramanathan was granted an option to purchase 25,000 shares of Common Stock at the grant price of \$13.18 per share on February 4, 2010, of which 5,000 shares are currently vested and exercisable, with the remaining 20,000 shares vesting as follows: 5,000 shares annually, with the next scheduled vesting on February 4, 2012, and each anniversary thereafter, until fully vested.

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**Remarks:**

Exhibit 24 - Power of Attorney

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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