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GNC HOLI	DINGS, INC.										
Form 4											
June 22, 20	11										
FORM	Λ4				FUCT				PPROVAL		
-	UNITED	STATES		RITIES AND ashington, D.(COMMISSION	N OMB Number:	3235-0287		
Check this box								Expires:	January 31,		
if no longer subject to Section 16 SECURITIES									2005 average		
Section	16.		burden hou	irs per							
Form 4 Form 5			~ •					response	. 0.5		
obligatio	^						nge Act of 1934,				
may con				• •	· •	•	of 1935 or Section	on			
See Inst	ruction	30(h)	of the I	nvestment Cor	mpany A	ct of 1	.940				
1(b).											
(Print or Type	Responses)										
	• ·										
1. Name and A	Address of Reporting	Person [*]	2. Issu	er Name and Tic	ker or Trad	ling	5. Relationship of	of Reporting Per	f Reporting Person(s) to		
KAPLAN I	BETH J	Symbol	nbol Issuer				r				
			GNC H	IOLDINGS, I	NC. [GN	[C]	(Cha	alcall annliaght	2)		
(Last)	(First) (Middle)	3. Date of	of Earliest Transa	action		(Che	eck all applicabl	()		
				Day/Year)			Director	109	% Owner		
C/O GNC I	HOLDINGS, INC	2., 300	06/20/2	5/20/2011 —				Officer (give titleX Other (specify below)			
SIXTH AV	'ENUE						below) Former	r Officer & Dire	ctor		
	(Street)		4 If Am	andmant Data ()	riginal		6 Individual or	Ioint/Group Fili	ng(Chook		
· · · · · · · · · · · · · · · · · · ·								6. Individual or Joint/Group Filing(Check Applicable Line)			
			T neu(ivit	Shull Day (Tear)			_X_ Form filed by	One Reporting P	erson		
PITTSBUR	RGH, PA 15222						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tał	ole I - Non-Deriv	vative Secu	rities A	cquired, Disposed	of. or Beneficia	llv Owned		
1.Title of	2. Transaction Date	24 Deem			ecurities			6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution		TransactionAcq		or		Form: Direct	Indirect		
(Instr. 3)	× , , , , , , , , , , , , , , , , , , ,	any	,	Code Disposed of (D)				(D) or Indirect	Beneficial		
		(Month/D	ay/Year)	(Instr. 8) (Instr. 3, 4 and 5)		5)		(I)	Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)		
					(A)		Transaction(s)				
				Code V Am	or ount (D)	Price	(Instr. 3 and 4)				
					ount (D)	Thee					

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. Transaction	5. Number of	6. Date Exercisable and Expiration	7
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Code	Derivative Securities	Date	τ
Security	or Exercise		any	(Instr. 8)	Acquired (A) or	(Month/Day/Year)	(

7. T Uno (Ins

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(Instr. 3)	Price of Derivative		(Month/Day/Year)			Disposed of (D) (Instr. 3, 4, and 5)					
Security				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Titl	
Stock Option (right to buy)	\$ 10.39	06/20/2011		D <u>(1)(2)(3)</u>			865,813	<u>(1)(2)(3)</u>	08/19/2011 <u>(1)(2)(3)</u>	ci sti ("(
Stock Option (right to buy)	\$ 10.39	06/20/2011		A <u>(1)(2)(3)</u>		865,813		(1)(2)(3)	11/26/2011 <u>(1)(2)(3)</u>	C	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KAPLAN BETH J C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222				Former Officer & Director			
Signatures							
/s/ Gerald J. Stubenhofer, Jr., b attorney	y power o	of	06/2	22/2011			

<u>**</u>Signature of Reporting Person 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).

Effective June 20, 2011, Ms. Kaplan resigned from all of her positions with GNC Holdings, Inc. and its subsidiaries. The two reported transactions involve an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and grant of a

Date

(1) replacement option. The option, as originally granted on January 2, 2008, represented a right to purchase up to 875,000 shares of Common Stock, vested in four installments (20% on January 2, 2009, 20% on January 2, 2010, 30% on January 2, 2011 and 30% on January 2, 2012) and provided for an option exercise period of 60 days from the effective date of Ms. Kaplan's resignation.

The amendment extended the exercise period with respect to up to 865,813 shares of Common Stock subject to the option from August
(2) 19, 2011 to November 26, 2011. In addition, pursuant to the terms of her employment agreement, the vesting of 262,500 shares scheduled to vest on January 2, 2012 was accelerated to the effective date of Ms. Kaplan's resignation.

(3) The exercise period with respect to the remaining 9,187 shares of Common Stock subject to the option expires August 19, 2011, which is 60 days from the effective date of Ms. Kaplan's resignation.

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.