

GNC HOLDINGS, INC.
Form 4
November 01, 2011

FORM 4

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

OMB APPROVAL

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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 *
ONTARIO TEACHERS PENSION PLAN BOARD

(Last) (First) (Middle)

5650 YONGE STREET SUITE 300

(Street)

TORONTO M2M 4H5

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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)
Class A common stock, par value \$0.001 per share	10/31/2011		S	10,204,763 (1)	\$ 23.76 (2)	D	(3)
Class B common stock, par value \$0.001 per share	10/31/2011		J	10,204,763 (4)	3,577,548	D	(3)

Class A
 common
 stock, par
 value 10/31/2011 J⁽⁴⁾ 10,204,763 A ⁽⁴⁾ 24,284,790 D ⁽³⁾
 \$0.001
 per share

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

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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET SUITE 300 TORONTO M2M 4H5	X	X		

Signatures

ONTARIO TEACHERS' PENSION PLAN BOARD, /s/ Melissa Kennedy, Senior Vice-President

11/01/2011

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)

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In connection with the secondary offering of Class A common stock, par value \$0.001 per share, of GNC Holdings, Inc. (the "Issuer"), in which Ontario Teachers' Pension Plan Board ("OTPP") was a selling stockholder.

- (2) This amount represents the \$24.75 secondary offering price, less the underwriting discount and commissions of \$0.99 per share of Class A common stock.
- (3) The reported securities are owned by OTPP. Each of Mr. Andrew Claerhout, Mr. Romeo Leemrijse, and Mr. Roman Duch may be deemed to have power to dispose of the shares held by OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.
- (4) The Issuer converted 10,204,763 shares of the Issuer's Class B common stock, par value \$0.001 per share, held by OTPP, into an equal number of shares of the Issuer's Class A common stock, par value \$0.001 per share.

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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