

Drexler Andrew
Form 3
January 31, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol | |
| Â Drexler Andrew | | (Month/Day/Year) | GNC HOLDINGS, INC. [GNC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/24/2013 | | |
| C/O GNC HOLDINGS, INC.,Â 300 SIXTH AVENUE | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP and Corporate Controller | |
| PITTSBURGH,Â PAÂ 15222 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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") | 5,434 ⁽¹⁾ | D | Â |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | Â (2) | 10/26/2018 | Common Stock | 22,500 (2) | \$ 25.1 | D | Â |
| Stock Option (right to buy) | Â (3) | 11/05/2019 | Common Stock | 4,452 (3) | \$ 36.16 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Drexler Andrew C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222 | Â | Â | Â SVP and Corporate Controller | Â |

Signatures

/s/ Gavin O' Connor, by power of attorney 01/24/2013

__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).
- Represents grants of restricted stock as follows (1) 2,669 shares of restricted stock granted October 26, 2011 pursuant to the GNC Holdings, Inc. 2011 Stock and Incentive Plan (the "Restricted Stock"). These shares of restricted stock vest as follows: 20% on the third anniversary of 10/26/2011; 30% on the fourth anniversary of 10/26/2011; and 50% on the fifth anniversary of 10/26/2011; and (2) 2,765 shares of restricted stock units granted November 5, 2012, each of which represents a contingent right to receive one share of the Common Stock. These restricted stock units vest in three equal installments on November 5, 2013, 2014 and 2015.
- (2) The option vests in five equal installments on October 26, 2012, 2013, 2014, 2015 and 2016.
 - (3) The option vests in four equal installments on November 5, 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.