

GNC HOLDINGS, INC.
 Form 3
 February 08, 2016

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 * Kent Jay (Last) (First) (Middle) C/O GNC HOLDINGS, INC., 300 SIXTH AVENUE (Street) PITTSBURGH, PA 15222 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/28/2016	3. Issuer Name and Ticker or Trading Symbol GNC HOLDINGS, INC. [GNC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Trans., Dist. & Manuf	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
Common Stock	12,868 ⁽¹⁾	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 (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (right to buy)	11/05/2019	Common Stock	15,000 \$ 36.16	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kent Jay C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222			SVP, Trans., Dist. & Manuf	

Signatures

/s/ Amanda J. Skov, Attorney-in-fact
Date: 02/08/2016

**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) Includes 2,875 shares held in individual retirement accounts controlled by the reporting person. Also includes 7,122 shares of restricted stock, 50% of which vest in three equal installments on each February 18, 2016, 2017 and 2018, and 50% of which vest (subject to adjustment) on December 31, 2017 if the Issuer satisfies certain pre-determined performance criteria.
 - (2) Mr. Kent received an award on November 5, 2012 (the "Grant Date") consisting of options to purchase 20,000 shares of the issuer's common stock at an exercise price of \$36.16, subject to vesting in equal increments on each of the first four anniversaries of the Grant Date, of which 10,000 remain vested and exercisable and 5,000 will vest on November 5, 2015, provided that Mr. Kent remains employed by the issuer on such date.

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.