COMMUNICATIONS SYSTEMS INC

Form 4

September 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1 Name and Address of Departing De

	Address of Reporting ON PAUL J	Syn CO	Issuer Name and Ticker or Trading abol MMUNICATIONS SYSTEM [JCS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 22105 GUI	(First) ((Mc	Pate of Earliest Transaction onth/Day/Year) 31/2005	X Director 10% Owner Officer (give title Other (specify below)
NISSWA,	(Street) MN 56468		Amendment, Date Original d(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting
(City)	(State)	(Zip)	Table I. Nov. Dorder Co. Company	Person s Acquired, Disposed of, or Beneficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 08/31/2005	2A. Deemed Execution Date any (Month/Day/Y	3. 4. Securities Acqui Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) ear) (Instr. 8) (A) or Code V Amount (D) P	red 5. Amount of 6. 7. Nature of (D) Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) rice 117 809 D
Stock Common			10	29,809 I Spouse
Stock				Ownership

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
.t	Director	10% Owner	Officer	Other		
ANDERSON PAUL J 22105 GULL LAKE DR NISSWA, MN 56468	X					

Signatures

Reporting Person

/s/ Paul J. 09/06/2005 Anderson **Signature of 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).

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. paid out at 200% of the initial grant amount.

Restricted Stock Unit Agreement

On October 17, 2012, the Committee also approved the form of Restricted Stock Unit Agreement (the RSU Agreement) for grants of RSUs under the GNC Holdings, Inc. 2011 Stock and Incentive Plan (the Plan).

Reporting Owners 2

The RSU Agreement provides for grants of RSUs that entitle the grantee to one share of the Company s common stock (Common Stock) for each RSU at vesting. Subject to remaining employed by the Company during the vesting period, the RSUs vest in equal installments on the first three anniversaries of the grant date. In the event of a grantee s termination of employment, any unvested RSUs are immediately forfeited without compensation.

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The foregoing summary of certain provisions of the RSU Agreement is qualified in its entirety by the RSU Agreement, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective October 18, 2012, the Board adopted the Fifth Amended and Restated Bylaws of the Company (the Bylaws), which amended the Company's previously effective bylaws, to, among other things, provide for majority voting (rather than plurality voting) in uncontested director elections and to allow stockholders holding a majority of any class of capital stock of the Company to call special meetings of the stockholders.

The foregoing summary of certain provisions of the Bylaws is qualified in its entirety by the Bylaws, which are attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
3.1	Fifth Amended and Restated Bylaws of GNC Holdings, Inc.
10.1	Form of Restricted Stock Unit Award Agreement.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 22, 2012

GNC HOLDINGS, INC.

By: /s/ Gerald J. Stubenhofer, Jr.

Gerald J. Stubenhofer, Jr.

Senior Vice President, Chief Legal Officer and

Secretary

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Exhibit Index

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