

Nuzzo Michael
Form 3
March 31, 2011

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Nuzzo Michael</p> <p>(Last) (First) (Middle)</p> <p>GNC HOLDINGS, INC., ^ 300 SIXTH AVENUE</p> <p>(Street)</p> <p>PITTSBURGH, ^ PA ^ 15222</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/31/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GNC ACQUISITION HOLDINGS INC. [GNC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

			Class A common stock, par value				
Stock Option (right to buy) ⁽¹⁾	Â ⁽¹⁾	10/21/2018	\$0.001 ("Common Stock")	150,000 ⁽¹⁾	\$ 7.7	D	Â
Stock Option (right to buy) ⁽²⁾	Â ⁽²⁾	10/21/2018	Common Stock	150,000 ⁽²⁾	\$ 11.55	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nuzzo Michael GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â EVP, Chief Financial Officer	Â

Signatures

/s/ Gerald J. Stubenhofer, Jr., by power of attorney
 03/31/2011
 **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) Mr. Nuzzo was granted an option to purchase 150,000 shares of Common Stock at the grant price of \$7.70 per share on October 21, 2008, of which 60,000 shares are currently vested and exercisable, with the remaining 90,000 shares vesting as follows: 30,000 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.
- (2) Mr. Nuzzo was granted an option to purchase 150,000 shares of Common Stock at the grant price of \$11.55 per share on October 21, 2008, of which 60,000 shares are currently vested and exercisable, with the remaining 90,000 shares vesting as follows: 30,000 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

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Remarks:
 Exhibit 24 - Power of Attorney

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.