

Stubenhofer Gerald J. Jr.
Form 3
March 31, 2011

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Stubenhofer Gerald J. Jr. | | (Month/Day/Year) | GNC ACQUISITION HOLDINGS INC. [GNC] | |
| (Last) | (First) | (Middle) | 03/31/2011 | |
| GNC HOLDINGS, INC., 300 SIXTH AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PITTSBURGH, PA 15222 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP, CLO and Secretary | |

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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | Class A common stock, per value | | | | |
|--------------------------------------------|------------------|------------|------------------------------------------|-----------------------|--------|---|---|
| Stock Option (right to buy) ⁽¹⁾ | Â ⁽¹⁾ | 11/01/2017 | \$0.001 ("Common Stock") | 62,500 ⁽¹⁾ | \$ 5 | D | Â |
| Stock Option (right to buy) ⁽²⁾ | Â ⁽²⁾ | 11/01/2017 | Common Stock | 62,500 ⁽²⁾ | \$ 7.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stubenhofer Gerald J. Jr. GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222 | Â | Â | Â SVP, CLO and Secretary | Â |

Signatures

/s/ Gerald J. Stubenhofer, Jr. 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).
- Mr. Stubenhofer was granted an option to purchase 62,500 shares of Common Stock at the grant price of \$5.00 per share on November 1, 2007, of which 37,500 shares are currently vested and exercisable, with the remaining 25,000 shares vesting as follows: 12,500 shares annually, with the next scheduled vesting on November 1, 2011, and each anniversary thereafter, until fully vested.
- Mr. Stubenhofer was granted an option to purchase 62,500 shares of Common Stock at the grant price of \$7.50 per share on November 1, 2007, of which 37,500 shares are currently vested and exercisable, with the remaining 25,000 shares vesting as follows: 12,500 shares annually, with the next scheduled vesting on November 1, 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.