Fortunato Joe Form 4 March 28, 2012

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Fortunato Joe

Symbol GNC HOLDINGS, INC. [GNC]

(Check all applicable)

(First) (Last)

(Street)

(Middle)

3. Date of Earliest Transaction

\_X\_ Director

GNC HOLDINGS, INC., 300

10% Owner X\_ Officer (give title Other (specify below)

SIXTH AVENUE

03/26/2012

(Month/Day/Year)

President and CEO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

PITTSBURGH, PA 15222

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acquired	l, Disposed of, or	· Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) or or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A common stock, par value \$0.001 ("Common Stock")	03/26/2012		Code V	Amount 144,116	(D)	Price \$ 7.5	161,732	D	
Common Stock	03/26/2012		S	144,116 (1)	D	\$ 34.7918 (2)	17,616	D	
Common Stock	03/27/2012		M	24,884	A	\$ 7.5	42,500	D	

### Edgar Filing: Fortunato Joe - Form 4

(e.g., puts, calls, warrants, options, convertible securities)

Common 24,884 S 35.0076 17,616 03/27/2012 D Stock

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.5	03/26/2012		M	144,116	<u>(4)</u>	03/15/2017	Common Stock	144,116 (4)
Stock Option (right to buy)	\$ 7.5	03/27/2012		M	24,884	<u>(4)</u>	03/15/2017	Common Stock	24,884 ( <u>4)</u>

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Fortunato Joe

GNC HOLDINGS, INC. X President and CEO 300 SIXTH AVENUE

PITTSBURGH, PA 15222

**Signatures** 

/s/ Gavin O'Connor, by power of 03/28/2012 attorney

> \*\*Signature of Reporting Person Date

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## **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).
- (1) These shares (the "10b5-1 Plan Shares") were sold pursuant to a Rule 10b5-1 sales plan adopted by Mr. Fortunato on February 23, 2012.
- These 10b5-1 Plan Shares were sold in multiple transactions at prices ranging from \$34.50 to \$35.01, inclusive, and the price reported reflects the weighted average price at which the 10b5-1 Plan Shares were sold. Mr. Fortunato undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- These 10b5-1 Plan Shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.07, inclusive, and the price reported reflects the weighted average price at which the 10b5-1 Plan Shares were sold. Mr. Fortunato undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Option granted on March 16, 2007. This option, representing a right to purchase 1,262,877 shares of Common Stock, vested in four equal installments on March 16, 2008, 2009, 2010 and 2011.

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.