

GNC HOLDINGS, INC.  
Form 8-K  
February 14, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

February 14, 2013

**GNC HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State of Incorporation)

**001-35113**  
(Commission File Number)

**20-8536244**  
(IRS Employer Identification No.)

**300 Sixth Avenue**

**Pittsburgh, Pennsylvania 15222**

(Address of principal executive offices, including zip code)

**(412) 288-4600**

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 2.02.**                    **Results of Operations and Financial Condition.**

On February 14, 2013, GNC Holdings, Inc. (the Company ) issued a press release (the Press Release ) announcing its financial results for the quarter and year ended December 31, 2012. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 8.01.**                    **Other Events.**

*Quarterly Dividend*

On February 14, 2013, the Company announced in the Press Release that its board of directors has authorized and declared a cash dividend for the first quarter of 2013 of \$0.15 per share of its common stock. The dividend will be paid on or about March 29, 2013 to stockholders of record as of the close of business on March 15, 2013.

*Share Repurchase Program*

On February 14, 2013, the Company announced in the Press Release the approval of a share repurchase program pursuant to which the Company may purchase shares of its outstanding Class A common stock representing up to an aggregate of \$250.0 million.

**Item 9.01.**                    **Financial Statements and Exhibits.**

(d) Exhibits:

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated February 14, 2013

**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.

**GNC HOLDINGS, INC.**

By: */s/ Gerald J. Stubenhofer, Jr.*  
Gerald J. Stubenhofer, Jr.  
Senior Vice President, Chief Legal Officer  
and Secretary

---

Exhibit Index

Exhibit Number	Description
99.1	Press Release, dated February 14, 2013

---