

AXELROD NORMAN  
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 <b>and</b> Ticker or Trading Symbol	
AXELROD NORMAN		(Month/Day/Year)	GNC ACQUISITION HOLDINGS INC. [GNC]	
(Last)	(First)	(Middle)	03/31/2011	
C/O 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 checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**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)
Class A common stock, par value \$0.001 ("Common Stock")	59,626	D	^
Common Stock	29,813 <sup>(1)</sup>	I	By AS Skip LLC ("AS Skip") <sup>(1)</sup>
Series A preferred stock, par value \$0.001	20,374	D	^
Series A preferred stock, par value \$0.001	10,187 <sup>(1)</sup>	I	By AS Skip <sup>(1)</sup>

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)**

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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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy) <u>(2)</u>	Â <u>(2)</u>	06/05/2017	Common Stock	158,641 <u>(2)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(3)</u>	Â <u>(3)</u>	06/05/2017	Common Stock	158,641 <u>(3)</u>	\$ 7.5	D	Â
Stock Option (right to buy) <u>(4)</u>	Â <u>(4)</u>	06/05/2017	Common Stock	24,055 <u>(4)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(5)</u>	Â <u>(5)</u>	06/05/2017	Common Stock	24,055 <u>(5)</u>	\$ 7.5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AXELROD NORMAN C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â X	Â	Â	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) The shares are held by AS Skip, a Delaware limited liability company, of which Mr. Axelrod is the managing member.
- (2) Mr. Axelrod was granted an option to purchase 158,641 shares of Common Stock at the grant price of \$5.00 per share on June 5, 2007, of which 126,913 shares are currently vested and exercisable, with the remaining 31,728 shares vesting on March 16, 2012.
- (3) Mr. Axelrod was granted an option to purchase 158,641 shares of Common Stock at the grant price of \$7.50 per share on June 5, 2007, of which 126,913 shares are currently vested and exercisable, with the remaining 31,728 shares vesting on March 16, 2012.
- (4) Mr. Axelrod was granted an option to purchase 24,055 shares of Common Stock at the grant price of \$5.00 per share on June 5, 2007, of which 19,244 shares are currently vested and exercisable, with the remaining 4,811 shares vesting on March 16, 2012.
- (5) Mr. Axelrod was granted an option to purchase 24,055 shares of Common Stock at the grant price of \$7.50 per share on June 5, 2007, of which 19,244 shares are currently vested and exercisable, with the remaining 4,811 shares vesting on March 16, 2012.

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### Remarks:

Exhibit 24 - Power of Attorney

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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