

Green Darryl
Form 3
October 21, 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)

| | | | | | |
|---|---|--|---|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Green Darryl</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>10/20/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GNC 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) SVP, Int'l & Domestic Franchising</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> |
|---|---|--|---|--|--|

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") | 14,919 | D | ^ |
| Common Stock | 2,805 ⁽¹⁾ | D | ^ |
| Common Stock | 1,335 ⁽²⁾ | D | ^ |

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>(3)</u> | Â <u>(3)</u> | 03/15/2017 | Common Stock | 109,625 <u>(3)</u> | \$ 5 | D | Â |
| Stock Option (right to buy) <u>(4)</u> | Â <u>(4)</u> | 03/15/2017 | Common Stock | 109,625 <u>(4)</u> | \$ 7.5 | D | Â |
| Stock Option (right to buy) <u>(5)</u> | Â <u>(5)</u> | 04/21/2018 | Common Stock | 26,250 <u>(5)</u> | \$ 18.82 | D | Â |
| Stock Option (right to buy) <u>(6)</u> | Â <u>(6)</u> | 08/01/2018 | Common Stock | 11,250 <u>(6)</u> | \$ 24.8 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Darryl GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222 | Â | Â | Â SVP, Int'l & Domestic Franchising | Â |

Signatures

/s/ Gavin O'Connor, by power of attorney 10/20/2011

__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) Represents a grant of restricted stock on April 21, 2011 pursuant to the GNC Holdings, Inc. 2011 Stock and Incentive Plan (the "2011 Stock Plan"). The shares of restricted stock vest in three installments: 20% on April 21, 2014, 30% on April 21, 2015 and 50% on April 21, 2016.
 - (2) Represents a grant of restricted stock on August 1, 2011 pursuant to the 2011 Stock Plan. The shares of restricted stock vest in three installments: 20% on August 1, 2014, 30% on August 1, 2015 and 50% on August 1, 2016.
 - (3) Mr. Green was granted an option to purchase 109,625 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which 87,700 are currently vested and exercisable, with the remaining 21,925 shares vesting on March 16, 2012.
 - (4) Mr. Green was granted an option to purchase 109,625 shares of Common Stock at the grant price of \$7.50 per share on March 16, 2007, of which 87,700 are currently vested and exercisable, with the remaining 21,925 shares vesting on March 16, 2012.
 - (5) Mr. Green was granted an option to purchase 26,250 shares of Common Stock at the grant price of \$18.82 per share on April 21, 2011, which vests in five equal installments on April 21, 2012, 2013, 2014, 2015 and 2016.
 - (6) Mr. Green was granted an option to purchase 11,250 shares of Common Stock at the grant price of \$24.80 per share on August 1, 2011, which vests in five equal installments on August 1, 2012, 2013, 2014, 2015 and 2016.

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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.

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