

AXELROD NORMAN
Form 4
March 18, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AXELROD NORMAN

(Last) (First) (Middle)

C/O GNC HOLDINGS, INC., 300
SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction
(Month/Day/Year)

03/14/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Former Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock, Par Value \$0.001	03/14/2012		M		14,400	A	\$ 5	67,494	D
Common Stock	03/14/2012		M		19,244	A	\$ 5	86,738	D
Common Stock	03/14/2012		M		2,212	A	\$ 7.5	88,950	D

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

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 Derivative 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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5	03/14/2012		M		14,400		<u>(1)</u>	06/05/2017	Common Stock	14,400 <u>(1)</u>
Stock Option (right to buy)	\$ 5	03/14/2012		M		19,244		<u>(2)</u>	06/05/2017	Common Stock	19,244 <u>(2)</u>
Stock Option (right to buy)	\$ 7.5	03/14/2012		M		2,212		<u>(3)</u>	06/05/2017	Common Stock	2,212 <u>(3)</u>

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

Former Director

Signatures

/s/ Norman

Axelrod

03/15/2013

**Signature of
Reporting Person

Date

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) Option granted on June 5, 2007. This option, representing a right to purchase 158,641 shares of Common Stock, vested in five equal installments on March 16, 2008, 2009, 2010, 2011 and 2012.
- (2) Option granted on June 5, 2007. This option, representing a right to purchase 24,055 shares of Common Stock, vested in five equal installments on March 16, 2008, 2009, 2010, 2011 and 2012.
- (3) Option granted on June 5, 2007. This option, representing a right to purchase 158,641 shares of Common Stock, vested in five equal installments on March 16, 2008, 2009, 2010, 2011 and 2012.

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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