

Nuzzo Michael  
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 \*

^ Nuzzo Michael

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/31/2011

3. Issuer Name and Ticker or Trading Symbol

GNC ACQUISITION HOLDINGS INC. [GNC]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other

(give title below) (specify below)

EVP, Chief Financial Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting

Person

\_\_\_ Form filed by More than One Reporting Person

GNC HOLDINGS, INC.,^ 300  
SIXTH AVENUE

(Street)

PITTSBURGH,^ PA^ 15222

(City)

(State)

(Zip)

### 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)

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)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

|  |                  |            |  |                        |          |   |   |
|--|------------------|------------|--|------------------------|----------|---|---|
| Stock Option (right to buy) <sup>(1)</sup> | Â <sup>(1)</sup> | 10/21/2018 | Class A common stock, par value \$0.001 ("Common Stock") | 150,000 <sup>(1)</sup> | \$ 7.7   | D | Â |
| Stock Option (right to buy) <sup>(2)</sup> | Â <sup>(2)</sup> | 10/21/2018 | Common Stock   | 150,000 <sup>(2)</sup> | \$ 11.55 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Nuzzo Michael<br>GNC HOLDINGS, INC.<br>300 SIXTH AVENUE<br>PITTSBURGH, PA 15222 | Â             | Â         | Â EVP, Chief Financial Officer | 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) Mr. Nuzzo was granted an option to purchase 150,000 shares of Common Stock at the grant price of \$7.70 per share on October 21, 2008, of which 60,000 shares are currently vested and exercisable, with the remaining 90,000 shares vesting as follows: 30,000 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

(2) Mr. Nuzzo was granted an option to purchase 150,000 shares of Common Stock at the grant price of \$11.55 per share on October 21, 2008, of which 60,000 shares are currently vested and exercisable, with the remaining 90,000 shares vesting as follows: 30,000 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

 $\hat{A}$ **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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