

Dowd Thomas
Form 3
March 31, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Â Dowd Thomas
(Last) (First) (Middle)

GNC HOLDINGS, INC.,Â 300
SIXTH AVENUE

(Street)

PITTSBURGH,Â PAÂ 15222

(City) (State) (Zip)

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 of Store Operations

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 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")

51,726

D Â

Series A preferred stock, par value \$0.001

17,674

D Â

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)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

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

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	(Instr. 5)
Stock Option (right to buy) ⁽¹⁾	Â ⁽¹⁾	03/15/2017	Common Stock	177,044 ⁽¹⁾	\$ 5	D	Â
Stock Option (right to buy) ⁽²⁾	Â ⁽²⁾	03/15/2017	Common Stock	177,044 ⁽²⁾	\$ 7.5	D	Â
Stock Option (right to buy) ⁽³⁾	Â ⁽³⁾	05/04/2017	Common Stock	47,956 ⁽³⁾	\$ 5	D	Â
Stock Option (right to buy) ⁽⁴⁾	Â ⁽⁴⁾	05/04/2017	Common Stock	47,956 ⁽⁴⁾	\$ 7.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowd Thomas GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â EVP of Store Operations	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. Dowd was granted an option to purchase 177,044 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which 141,635 shares are currently vested and exercisable, with the remaining 35,409 shares vesting on March 16, 2012.
- (2) Mr. Dowd was granted an option to purchase 177,044 shares of Common Stock at the grant price of \$7.50 per share on March 16, 2007, of which 141,635 shares are currently vested and exercisable, with the remaining 35,409 shares vesting on March 16, 2012.
- (3) Mr. Dowd was granted an option to purchase 47,956 shares of Common Stock at the grant price of \$5.00 per share on May 4, 2007, of which 28,774 shares are currently vested and exercisable, with the remaining 19,182 shares vesting as follows: 9,591 shares annually, with the next scheduled vesting on May 4, 2011, and each anniversary thereafter, until fully vested.
- (4) Mr. Dowd was granted an option to purchase 47,956 shares of Common Stock at the grant price of \$7.50 per share on May 4, 2007, of which 28,774 shares are currently vested and exercisable, with the remaining 19,182 shares vesting as follows: 9,591 shares annually, with the next scheduled vesting on May 4, 2011, and each anniversary thereafter, until fully vested.

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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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