

Dowd Thomas
Form 4/A
December 06, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dowd Thomas

(Last) (First) (Middle)

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)
10/26/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
10/26/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CMO and General Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Class A common stock, par value \$0.001 ("Common Stock")	10/26/2011		A	2,745 <u>(1)</u> <u>(2)</u>	A \$ 0 21,488 <u>(1)</u> <u>(3)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Stock Option (right to buy)	\$ 25.1	10/26/2011		A	17,255 (1)	(4) 10/26/2018	Common Stock	17,255 (1) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowd Thomas GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222			EVP, CMO and General Manager	

Signatures

/s/ Gavin O'Connor, by power of attorney
Date: 12/06/2011

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).
- On October 26, 2011, a Form 4 was filed for Mr. Dowd (the "Original Form 4") to report the grant of a stock option and award of Restricted Stock (as defined below). The Original Form 4 erroneously reported the number of securities underlying such stock option, the number of shares of restricted stock awarded and the vesting schedule with respect to the award of restricted stock. This amendment to the Original Form 4 reports the correct number of securities underlying such stock option, the correct number of shares of restricted stock awarded and the correct vesting schedule with respect to the award of restricted stock.
- (1) number of shares of restricted stock awarded and the vesting schedule with respect to the award of restricted stock. This amendment to the Original Form 4 reports the correct number of securities underlying such stock option, the correct number of shares of restricted stock awarded and the correct vesting schedule with respect to the award of restricted stock.
 - (2) Represents a grant of restricted stock on October 26, 2011 pursuant to the GNC Holdings, Inc. 2011 Stock and Incentive Plan (the "Restricted Stock"). The shares of Restricted Stock vest in three installments: 30% on October 26, 2014, 30% on October 26, 2015 and 40% on October 26, 2016.
 - (3) Includes the Restricted Stock.
 - (4) The option vests in five equal installments on October 26, 2012, 2013, 2014, 2015 and 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.