GNC HOLDINGS, INC.

Form 4 April 26, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Hennion Jeffrey R. |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer        |  |  |  |
|--|---------|----------|--|---|--|--|--|
|  |         |          | GNC HOLDINGS, INC. [GNC]                           | (Check all applicable)                                  |  |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |  |
|  |         |          | (Month/Day/Year)                                   | Director 10% Owner                                      |  |  |  |
| C/O GNC HOLDINGS, INC., 300                                  |         |          | 02/18/2016   | X Officer (give title Other (specify                    |  |  |  |
| SIXTH AVENUE   |         |          |  | below) below) EVP, Ch. Mktg & eComm Officer             |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check               |  |  |  |
|  |         |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person |  |  |  |
| PITTSBURGH,, PA 15222  |         |          |  | Form filed by More than One Reporting Person            |  |  |  |

|   | (City)                             | (State)                                 | Zip) Table  | e I - Non-D                            | erivative   | Secur            | ities Acqu   | uired, Disposed of   | , or Beneficial                                       | y Owned |
|---|------------------------------------|---|---|--|---|------------------|--|--|---|---------|
| 5 | .Title of<br>Security<br>Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |         |
|   |                                    |   |   | Code V                                 | Amount  | (A)<br>or<br>(D) | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                       |   |         |
|   | Common<br>Stock                    | 02/18/2016                              |   | F                                      | 727   | D                | \$ 28.3  | 51,651   | D   |         |
|   | Common<br>Stock                    | 10/22/2016                              |   | F                                      | 493   | D                | \$<br>20.84  | 51,158   | D   |         |
|   | Common<br>Stock                    | 02/16/2017                              |   | F                                      | 1,155   | D                | \$ 7.72  | 50,003   | D   |         |
|   | Common<br>Stock                    | 02/18/2017                              |   | F                                      | 755   | D                | \$ 7.64  | 49,248   | D   |         |

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

#### Edgar Filing: GNC HOLDINGS, INC. - Form 4

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | and      | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate         | Amoun     | it of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly   | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit   | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3 | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |           |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |             |           |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |          |             | Ì      |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |          |             |        |
|             |             |                     |                    |            |            |               |             |           |          |             |        |
|             |             |                     |                    |            |            |               |             | 1         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |           | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | Number   |             |        |
|             |             |                     |                    |            |            |               |             |           | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |           | Shares   |             |        |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hennion Jeffrey R. C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH,, PA 15222

EVP, Ch. Mktg & eComm Officer

#### **Signatures**

/s/Gavin M. O'Connor, by power of attorney 04/26/2017

\*\*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).

#### **Remarks:**

Transactions represent tax withholdings corresponding with the vesting of certain awards. These tax withholdings are being under 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.

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