GNC HOLDINGS, INC.

Form 4

November 13, 2014

Check this box

if no longer

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sander James M

(First) (Middle)

C/O GNC HOLDINGS, INC., 300

SIXTH AVENUE

(Street)

(State)

PITTSBURGH, PA 15217

(Zip)

2. Issuer Name and Ticker or Trading Symbol

GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction

(Month/Day/Year) 11/11/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below) Chief Legal Officer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. l Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities De Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Sec any

Edgar Filing: GNC HOLDINGS, INC. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In:
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 43.05 (1)	11/11/2014	A		6,898		(2)	11/11/2024	Common Stock	6,898	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sander James M C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15217

Chief Legal Officer

Signatures

/s/ Amanda J. Skov,

Attorney-in-fact 11/13/2014

**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) Based on the November 11, 2014 closing price for a share of the Common Stock on the New York Stock Exchage.
- (2) The options, which were granted under the Issuer's 2011 Stock and Incentive Plan, vest in four equal annual installments on each November 11, 2015 through 2018, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.
- (3) Granted pursuant to the Issuer's 2011 Stock and Incentive Plan.

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.

Reporting Owners 2