

Fortunato Joe
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 *

^ Fortunato Joe

(Last)

(First)

(Middle)

GNC HOLDINGS, INC.,^ 300
SIXTH AVENUE

(Street)

PITTSBURGH,^ PA^ 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

☒ Officer ☐ Other

(give title below) (specify below)

Chief Executive Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One Reporting Person

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")

201,801

D

^

Common Stock

46,692

I

By grantor retained annuity trust

Series A preferred stock, par value \$0.001

84,907

D

^

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)

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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy) <u>(1)</u>	Â <u>(1)</u>	03/15/2017	Common Stock	80,000 <u>(1)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(2)</u>	Â <u>(2)</u>	03/15/2017	Common Stock	1,182,877 <u>(2)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(3)</u>	Â <u>(3)</u>	03/15/2017	Common Stock	1,262,877 <u>(3)</u>	\$ 7.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortunato Joe GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â X	Â	Â Chief Executive 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. Fortunato was granted an option to purchase 80,000 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which zero shares have been exercised and 80,000 shares are vested and exercisable.
- (2) Mr. Fortunato was granted an option to purchase 1,187,877 shares of Common Stock at the grant price of \$5.00 per share on March 16, 2007, of which zero shares have been exercised and 1,187,877 shares are vested and exercisable.
- (3) Mr. Fortunato was granted an option to purchase 1,262,877 shares of Common Stock at the grant price of \$7.50 per share on March 16, 2007, of which zero shares have been exercised and 1,262,877 shares are vested and exercisable.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ 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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