

GNC HOLDINGS, INC.  
Form DEFA14A  
April 10, 2018  
DEFA14A 1 gnc-defa14a\_052317.htm ADDITIONAL MATERIAL

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

GNC HOLDINGS, INC.  
(Name of Registrant as Specified In Its Charter)

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for  
the Shareholder Meeting to Be Held on May 22, 2018

Meeting Information

GNC HOLDINGS, INC.

Meeting Type:  
Annual Meeting  
For holders as of:  
March 26, 2018  
Date: May 22,  
2018 Time: 8:00 AM  
EDT

Location: Omni  
William  
Penn Hotel  
530  
William  
Penn Place  
Pittsburgh,  
PA 15219

You are receiving this  
communication because you  
hold shares in the above  
named company.

This is not a ballot. You  
cannot use this notice to vote  
these shares. This  
communication presents only  
an overview of the more  
complete proxy materials that  
are available to you on the  
Internet. You may view the  
proxy materials online at  
[www.proxyvote.com](http://www.proxyvote.com) or  
easily request a paper copy  
(see reverse side).

We encourage you to access  
and review all of the  
important information  
contained in the proxy  
materials before voting.

See the reverse side of this  
notice to obtain proxy  
materials and voting  
instructions.

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## Before You Vote

### How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Form 10-K

### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 08, 2018 to facilitate timely delivery.

## How To Vote

### Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting items  
The Board of  
Directors  
recommends  
that you vote  
FOR the  
following:

1. Election  
of Directors

Nominees

01 Jeffrey P. Berger      02 Alan D. Feldman    03 Michael F. Hines    04 Amy B. Lane    05 Philip E. Mallott  
06 Kenneth A.            07 Robert F. Moran    08 Richard J. Wallace  
Martindale

The Board of Directors recommends you vote FOR the following proposal(s):

2.            The adoption, by non-binding vote, of the advisory resolution to approve the compensation paid to the Company's named executive officers in 2017, as disclosed in the proxy materials.
3.            Approval of the adoption of the 2018 Stock and Incentive Plan.
4.            The ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for the Company's 2018 fiscal year.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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Voting Instructions

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