

GNC HOLDINGS, INC.

Form 3

February 08, 2016

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 *

Kent Jay

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/28/2016

3. Issuer Name and Ticker or Trading Symbol
GNC 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)

SVP, Trans., Dist. & Manuf

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One Reporting PersonC/O GNC HOLDINGS,
INC., 300 SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

12,868 ⁽¹⁾

D

A

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)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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	11/05/2019	Common Stock	15,000	\$ 36.16	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kent Jay C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â	Â	Â SVP, Trans., Dist. & Manuf	Â

Signatures

/s/ Amanda J. Skov,
Attorney-in-fact

02/08/2016

__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).

Includes 2,875 shares held in individual retirement accounts controlled by the reporting person. Also includes 7,122 shares of restricted (1) stock, 50% of which vest in three equal installments on each February 18, 2016, 2017 and 2018, and 50% of which vest (subject to adjustment) on December 31, 2017 if the Issuer satisfies certain pre-determined performance criteria.

(2) Mr. Kent received an award on November 5, 2012 (the "Grant Date") consisting of options to purchase 20,000 shares of the issuer's common stock at an exercise price of \$36.16, subject to vesting in equal increments on each of the first four anniversaries of the Grant Date, of which 10,000 remain vested and exercisable and 5,000 will vest on November 5, 2015, provided that Mr. Kent remains employed by the issuer on such date.

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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