

AXELROD NORMAN  
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 \*

AXELROD NORMAN  
(Last) (First) (Middle)

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

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O GNC HOLDINGS, INC., 300 SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

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")

59,626

D A

Common Stock

29,813 <sup>(1)</sup>

I By AS Skip LLC ("AS Skip") <sup>(1)</sup>

Series A preferred stock, par value \$0.001

20,374

D A

Series A preferred stock, par value \$0.001

10,187 <sup>(1)</sup>

I By AS Skip <sup>(1)</sup>

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>(2)</u>	Â <u>(2)</u>	06/05/2017	Common Stock	158,641 <u>(2)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(3)</u>	Â <u>(3)</u>	06/05/2017	Common Stock	158,641 <u>(3)</u>	\$ 7.5	D	Â
Stock Option (right to buy) <u>(4)</u>	Â <u>(4)</u>	06/05/2017	Common Stock	24,055 <u>(4)</u>	\$ 5	D	Â
Stock Option (right to buy) <u>(5)</u>	Â <u>(5)</u>	06/05/2017	Common Stock	24,055 <u>(5)</u>	\$ 7.5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AXELROD NORMAN C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222	Â X	Â	Â	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) The shares are held by AS Skip, a Delaware limited liability company, of which Mr. Axelrod is the managing member.
- (2) Mr. Axelrod was granted an option to purchase 158,641 shares of Common Stock at the grant price of \$5.00 per share on June 5, 2007, of which 126,913 shares are currently vested and exercisable, with the remaining 31,728 shares vesting on March 16, 2012.
- (3) Mr. Axelrod was granted an option to purchase 158,641 shares of Common Stock at the grant price of \$7.50 per share on June 5, 2007, of which 126,913 shares are currently vested and exercisable, with the remaining 31,728 shares vesting on March 16, 2012.
- (4) Mr. Axelrod was granted an option to purchase 24,055 shares of Common Stock at the grant price of \$5.00 per share on June 5, 2007, of which 19,244 shares are currently vested and exercisable, with the remaining 4,811 shares vesting on March 16, 2012.
- (5) Mr. Axelrod was granted an option to purchase 24,055 shares of Common Stock at the grant price of \$7.50 per share on June 5, 2007, of which 19,244 shares are currently vested and exercisable, with the remaining 4,811 shares vesting on March 16, 2012.

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**Remarks:**  
 Exhibit 24 - Power of Attorney

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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.