

GNC HOLDINGS, INC.  
Form 8-K  
October 15, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) **October 10, 2012**

**GNC HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35113**  
(Commission  
File Number)

**20-8536244**  
(IRS Employer  
Identification No.)

**300 Sixth Avenue, Pittsburgh, Pennsylvania**  
(Address of Principal Executive Offices)

**15222**  
(Zip Code)

Registrant's telephone number, including area code **(412) 288-4600**

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02.**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)      Departure of Directors or Certain Officers

On and effective as of October 10, 2012, Jeffrey Hennion, Executive Vice President and Chief Marketing Officer of GNC Holdings, Inc. (the Company ), resigned from all of his positions with the Company and its subsidiaries.

In connection with Mr. Hennion's resignation and conditional upon Mr. Hennion executing a release of claims against the Company and certain of its affiliates, Mr. Hennion will receive benefits commensurate with the benefits payable to him upon a termination without cause under the Employment Agreement, effective February 29, 2012, among Mr. Hennion, the Company and General Nutrition Centers, Inc.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 15, 2012

GNC HOLDINGS, INC.

By:

/s/ Gerald J. Stubenhofer, Jr.  
Gerald J. Stubenhofer, Jr.  
Senior Vice President, Chief Legal Officer and  
Secretary