GNC HOLDINGS, INC.
Form 3
March 14, 2017

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Â Gorman Joseph Charles
(Last) (First) (Middle)

C/O GNC HOLDINGS, INC.,Â 300 SIXTH AVENUE
(Street)

PITTSBURGH,Â PAÂ 15222
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/13/2017

3. Issuer Name **and** Ticker or Trading Symbol
GNC HOLDINGS, INC. [GNC]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP - Operations

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
Common Stock	9,576 (1)	D	Â
Common Stock	420	D	Â
Common Stock	1,347 (2)	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial

	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Option (right to buy)	Â (3)	02/22/2027	Common Stock	35,000	$ 7.99 (4)	D	Â
Performance Share Units	Â (5)	12/31/2019	Common Stock	12,768	$ (5)	D	Â
Stock Option (right to buy)	Â (6)	12/07/2025	Common Stock	8,002	$ 30.91 (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gorman Joseph Charles C/O GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH,Â PAÂ 15222	Â	Â	Â EVP - Operations	Â

Signatures

/s/Gavin M. O'Connor, by power of attorney	03/14/2017
**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) Restricted stock units ("RSUs") granted under the Issuer's 2015 Stock and Incentive Plan, each of which represents a contingent right to receive one share of the Issuer's Class A Common Stock, par value $.001 per share (the "Common Stock"). The RSUs vest in three equal installments on each February 22, 2018 through 2020, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.

(2) RSUs granted under the Issuer's 2015 Stock and Incentive Plan, each of which represents a contingent right to receive one share of the Issuer's Class A Common Stock, par value $.001 per share (the "Common Stock"). The RSUs vest in two equal installments on each December 7, 2017 through 2018, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.

(3) The options, which were granted under the Issuer's 2015 Stock and Incentive Plan, vest in four equal installments on each February 22, 2018 through 2021, provided that the holder thereof remains employed by the Issuer on the relevant vesting date.

(4) Based on the February 22, 2017 closing price for a share of the Common Stock on the New York Stock Exchange.

(5) Each performance share unit represents a contingent right granted under the Issuer's 2015 Stock and Incentive Plan to receive one share of the Issuer's Common Stock. The performance share units vest dependent upon the Issuer's total shareholder return.

(6) The options, which were granted under the Issuer's 2015 Stock and Incentive Plan, vest in four equal installments on each December 7, 2016 through 2019 , provided that the holder thereof remains employed by the Issuer on the relevant vesting date.

(7) Based on the December 7, 2015 closing price for a share of the Common Stock on the New York Stock Exchange.

Â

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.
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.