

Berg David P  
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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Berg David P                            |         | (Month/Day/Year)                     | GNC ACQUISITION HOLDINGS INC. [GNC]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/31/2011   |  |
| GNC HOLDINGS, INC.,Â 300 SIXTH AVENUE     |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| PITTSBURGH,Â PAÂ 15222                    |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP, Chief Operating Officer   |  |

**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") | 13,876  | D  | Â   |
| Series A preferred stock, par value \$0.001              | 4,749   | D  | Â   |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title                         | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--|------------------|-----------------|---|----------------------------|------------------------------|--|---|
| Stock Option (right to buy) <u>(1)</u> | Â <u>(1)</u>     | 09/07/2011      | Common Stock                                | 18,625 <u>(1)</u>          | \$ 7.91                      | D  | Â |
| Stock Option (right to buy) <u>(2)</u> | Â <u>(2)</u>     | 09/07/2011      | Series A preferred stock, par value \$0.001 | 6,375 <u>(2)</u>           | \$ 5 <u>(2)</u>              | D  | Â |
| Stock Option (right to buy) <u>(3)</u> | Â <u>(3)</u>     | 10/21/2019      | Common Stock                                | 162,500 <u>(3)</u>         | \$ 8.42                      | D  | Â |
| Stock Option (right to buy) <u>(4)</u> | Â <u>(4)</u>     | 10/21/2019      | Common Stock                                | 162,500 <u>(4)</u>         | \$ 12.63                     | D  | Â |
| Stock Option (right to buy) <u>(5)</u> | Â <u>(5)</u>     | 05/13/2020      | Common Stock                                | 125,000 <u>(5)</u>         | \$ 10.09                     | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Berg David P<br>GNC HOLDINGS, INC.<br>300 SIXTH AVENUE<br>PITTSBURGH, PA 15222 | Â             | Â         | Â EVP, Chief Operating Officer | 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) Mr. Berg was granted an option to purchase 18,625 shares of Common Stock at the grant price of \$7.91 per share on May 26, 2009, all of which vest and become exercisable on August 31, 2011.
- On May 26, 2009, Mr. Berg was granted an option to purchase 6,375 shares of Series A preferred stock, par value \$0.001, at the grant price of \$5.00 per share plus accrued and unpaid dividends through the date of exercise, all of which vest and become exercisable on August 31, 2011.
- (2)
- Mr. Berg was granted an option to purchase 162,500 shares of Common Stock at the grant price of \$8.42 per share on October 21, 2009, of which 32,500 shares are currently vested and exercisable, with the remaining 130,000 shares vesting as follows: 32,500 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.
- (3)
- Mr. Berg was granted an option to purchase 162,500 shares of Common Stock at the grant price of \$12.63 per share on October 21, 2009, of which 32,500 shares are currently vested and exercisable, with the remaining 130,000 shares vesting as follows: 32,500 shares
- (4)

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annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

- (5) Mr. Berg was granted an option to purchase 125,000 shares of Common Stock at the grant price of \$10.09 per share on May 13, 2010, to vest as follows: 25,000 shares annually beginning on May 13, 2011, and each anniversary thereafter, until fully vested.

Â

**Remarks:**

Exhibit 24 - Power of Attorney

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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