

GNC ACQUISITION HOLDINGS INC.

Form 4

April 06, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ONTARIO TEACHERS PENSION PLAN BOARD

2. Issuer Name and Ticker or Trading Symbol
GNC ACQUISITION HOLDINGS INC. [GNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5650 YONGE STREET SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2011

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

**TORONTO, ONTARIO
CANADA M2M 4H5**

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A common stock, par value \$0.001 per share	04/06/2011		S		4,682,853	D	\$ 16
					9,898,540	D	(1)
Class B common stock, par value \$0.001 per	04/06/2011		J	(2)	14,386,250	D	(2)
					13,782,311	D	(1)

share

Class A
common
stock, par
value
\$0.001 per
share

04/06/2011 J⁽²⁾ 14,386,250 A (2) 24,284,790 D ⁽¹⁾

Series A
preferred
stock, par
value
\$0.001 per
share

04/06/2011 J⁽³⁾ 14,607,046 D \$ 5⁽³⁾ 0 D ⁽¹⁾

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

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONTARIO TEACHERS PENSION PLAN BOARD
5650 YONGE STREET SUITE 300
TORONTO, ONTARIO CANADA M2M 4H5

X X

Signatures

ONTARIO TEACHERS' PENSION PLAN BOARD, /s/ Melissa Kennedy, Senior Vice
President

04/06/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

The reported securities are owned by Ontario Teachers' Pension Plan Board ("OTPP"). Each of Mr. Andrew Claerhout, Mr. Romeo Leemrijse, and Mr. Roman Duch may be deemed to have power to dispose of the shares held by OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.

(1) Effective upon the consummation of the initial public offering (the "IPO") of the Class A common stock, par value \$0.001 per share, of GNC Holdings, Inc. (the "Issuer"), the Issuer converted 14,386,250 shares of the Issuer's Class B common stock, par value \$0.001 per share, held by OTPP, into an equal number of shares of the Issuer's Class A common stock, par value \$0.001 per share.

(2) The reported security was redeemed by the Issuer at a redemption price per share of \$5.00, plus accrued and unpaid dividends through the redemption date of April 6, 2011, for a total redemption price of \$7.47 per share.

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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