

Nuzzo Michael  
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                         |  |
| Nuzzo Michael                             |         | (Month/Day/Year)                     | GNC ACQUISITION HOLDINGS INC. [GNC]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/31/2011   |  |
| GNC HOLDINGS, INC., 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, PA 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 Financial 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) |
|---------------------------------|---|--|---|

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

| Instrument                                 | Grant Date | Class  | Quantity               | Exercise Price | Expiration | Other |
|--|------------|--|------------------------|----------------|------------|-------|
| Stock Option (right to buy) <sup>(1)</sup> | 10/21/2018 | Class A common stock, par value \$0.001 ("Common Stock") | 150,000 <sup>(1)</sup> | \$ 7.7         | D          |       |
| Stock Option (right to buy) <sup>(2)</sup> | 10/21/2018 | Common Stock   | 150,000 <sup>(2)</sup> | \$ 11.55       | D          |       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Nuzzo Michael<br>GNC HOLDINGS, INC.<br>300 SIXTH AVENUE<br>PITTSBURGH, PA 15222 |               |           | EVP, Chief Financial Officer |       |

## Signatures

/s/ Gerald J. Stubenhofer, Jr., by power of attorney  
 Date: 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. Nuzzo was granted an option to purchase 150,000 shares of Common Stock at the grant price of \$7.70 per share on October 21, 2008, of which 60,000 shares are currently vested and exercisable, with the remaining 90,000 shares vesting as follows: 30,000 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

(2) Mr. Nuzzo was granted an option to purchase 150,000 shares of Common Stock at the grant price of \$11.55 per share on October 21, 2008, of which 60,000 shares are currently vested and exercisable, with the remaining 90,000 shares vesting as follows: 30,000 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

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### 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. 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.