

Wallace Richard John  
 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 \*

Wallace Richard John  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 03/31/2011

3. Issuer Name and Ticker or Trading Symbol

GNC ACQUISITION HOLDINGS INC. [GNC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

C/O GNC HOLDINGS, INC., 300 SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)

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)

Date Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

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)

|                                            |                  |            | Class A<br>common<br>stock, par<br>value |                       |          |   |   |
|--------------------------------------------|------------------|------------|------------------------------------------|-----------------------|----------|---|---|
| Stock Option (right to buy) <sup>(1)</sup> | Â <sup>(1)</sup> | 07/14/2020 | \$0.001<br>("Common Stock")              | 17,500 <sup>(1)</sup> | \$ 11.08 | D | Â |
| Stock Option (right to buy) <sup>(2)</sup> | Â <sup>(2)</sup> | 07/14/2020 | Common Stock                             | 17,500 <sup>(2)</sup> | \$ 16.63 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                            | Director      | 10% Owner | Officer | Other |
| Wallace Richard John<br>C/O GNC HOLDINGS, INC.<br>300 SIXTH AVENUE<br>PITTSBURGH, PA 15222 | Â X           | Â         | Â       | 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. Wallace was granted an option to purchase 17,500 shares of Common Stock at the grant price of \$11.08 per share on July 7, 2010, to vest as follows: 3,500 shares annually beginning on July 14, 2011, and each anniversary thereafter, until fully vested.
- (2) Mr. Wallace was granted an option to purchase 17,500 shares of Common Stock at the grant price of \$16.63 per share on July 7, 2010, to vest as follows: 3,500 shares annually beginning on July 14, 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.