

GNC HOLDINGS, INC.  
Form 8-K  
July 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

---

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

**July 18, 2013**

**GNC HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State of Incorporation)

**001-35113**  
(Commission File Number)

**20-8536244**  
(IRS Employer Identification No.)

**300 Sixth Avenue**

**Pittsburgh, Pennsylvania 15222**

(Address of principal executive offices, including zip code)

**(412) 288-4600**

Edgar Filing: GNC HOLDINGS, INC. - Form 8-K

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective July 18, 2013, David Kaplan and Andrew Claerhout each resigned as a member of the Board of Directors (the Board ) of GNC Holdings, Inc. (the Company ). The Board accepted the resignations of Messrs. Kaplan and Claerhout, neither of which were the result of any disagreement with the Company on any matter. Also effective July 18, 2013, the Board reduced its size from eleven to nine members.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

July 18, 2013

**GNC HOLDINGS, INC.**

By:

*/s/ Gerald J. Stubenhofer, Jr.*  
Gerald J. Stubenhofer, Jr.  
Senior Vice President, Chief Legal Officer and  
Secretary