

GNC HOLDINGS, INC.  
Form 8-K  
July 26, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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 26, 2012**

**GNC HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-35113  
(Commission  
File Number)

20-8536244  
(IRS Employer  
Identification No.)

300 Sixth Avenue, Pittsburgh, Pennsylvania  
(Address of Principal Executive Offices)

15222  
(Zip Code)

Registrant's telephone number, including area code **(412) 288-4600**

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N/A

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(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))
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**Item 2.02 Results of Operations and Financial Condition.**

On July 26, 2012, GNC Holdings, Inc. (the Company ) issued a press release announcing its financial results for the quarter ended June 30, 2012. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On July 26, 2012, the Company issued a press release announcing that its board of directors has authorized and declared a cash dividend for the third quarter of 2012 of \$0.11 per share of its common stock. The text of the press release is included as Exhibit 99.1 to this Form 8-K. The dividend will be paid on or about September 28, 2012 to stockholders of record as of the close of business on September 14, 2012.

The information disclosed under this Item 8.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated July 26, 2012

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**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.

Dated: July 26, 2012

GNC HOLDINGS, INC.

By:

/s/ Michael M. Nuzzo  
Michael M. Nuzzo  
Executive Vice President, Chief Financial  
Officer

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Exhibit Index

Exhibit Number		Description
99.1		Press Release, dated July 26, 2012

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