

GNC CORP  
Form 8-K  
January 07, 2005

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

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**FORM 8-K**  
**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **January 6, 2005**

**GNC Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-116040**  
(Commission File Number)

**72-1575170**  
(I.R.S. Employer  
Identification No.)

**300 Sixth Avenue, Pittsburgh, Pennsylvania 15222**  
(Address of principal executive offices) (Zip Code)

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

Not Applicable  
(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:

- 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 8.01 Other Events.

On January 6, 2005, General Nutrition Centers, Inc., our wholly owned subsidiary, issued a press release announcing a proposed private offering of \$150,000,000 aggregate principal amount of Senior Notes due 2011. A copy of the press release, dated January 6, 2005, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of General Nutrition Centers, Inc., dated January 6, 2005.

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**SIGNATURES**

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: January 7, 2005

GNC CORPORATION

By: /s/ James M. Sander

Name: James M. Sander

Title: Senior Vice President, Chief Legal  
Officer and Secretary

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**EXHIBIT INDEX**

**Exhibit No.    Description**

99.1            Press Release of General Nutrition Centers, Inc., dated January 6, 2005.