Berg David P
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 *
Â Berg David P
(Last) (First) (Middle)

GNC HOLDINGS, INC.,Â 300 SIXTH AVENUE
(Street)

PITTSBURGH,Â PAÂ 15222
(City) (State) (Zip)

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
__X__ Officer (give title below) _____ Other (specify below)
EVP, Chief Operating Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
Class A common stock, par value $0.001 ("Common Stock")	13,876	D	Â
Series A preferred stock, par value $0.001	4,749	D	Â

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy) (1)	Â (1)	09/07/2011	Common Stock	18,625 (1)	$ 7.91	D	Â
Stock Option (right to buy) (2)	Â (2)	09/07/2011	Series A preferred stock, par value $0.001	6,375 (2)	$ 5 (2)	D	Â
Stock Option (right to buy) (3)	Â (3)	10/21/2019	Common Stock	162,500 (3)	$ 8.42	D	Â
Stock Option (right to buy) (4)	Â (4)	10/21/2019	Common Stock	162,500 (4)	$ 12.63	D	Â
Stock Option (right to buy) (5)	Â (5)	05/13/2020	Common Stock	125,000 (5)	$ 10.09	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berg David P GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH,Â PAÂ 15222	Â	Â	Â EVP, Chief Operating Officer	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. Berg was granted an option to purchase 18,625 shares of Common Stock at the grant price of $7.91 per share on May 26, 2009, all of which vest and become exercisable on August 31, 2011.

(2) On May 26, 2009, Mr. Berg was granted an option to purchase 6,375 shares of Series A preferred stock, par value $0.001, at the grant price of $5.00 per share plus accrued and unpaid dividends through the date of exercise, all of which vest and become exercisable on August 31, 2011.

(3) Mr. Berg was granted an option to purchase 162,500 shares of Common Stock at the grant price of $8.42 per share on October 21, 2009, of which 32,500 shares are currently vested and exercisable, with the remaining 130,000 shares vesting as follows: 32,500 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

(4) Mr. Berg was granted an option to purchase 162,500 shares of Common Stock at the grant price of $12.63 per share on October 21, 2009, of which 32,500 shares are currently vested and exercisable, with the remaining 130,000 shares vesting as follows: 32,500 shares annually, with the next scheduled vesting on October 21, 2011, and each anniversary thereafter, until fully vested.

(5) Mr. Berg was granted an option to purchase 125,000 shares of Common Stock at the grant price of $10.09 per share on May 13, 2010, to vest as follows: 25,000 shares annually beginning on May 13, 2011, and each annivesary thereafter, until fully vested.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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