

GNC ACQUISITION HOLDINGS INC.

Form 3

March 31, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 \*

ONTARIO TEACHERS  
 PENSION PLAN BOARD

(Last) (First) (Middle)

5650 YONGE STREET

(Street)

TORONTO,  
 ONTARIO, CA M2M 4H5

(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  
 Officer  Other  
 (give title below) (specify below)

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

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)
Class A common stock, par value \$0.001 per share <sup>(1)</sup>	14,581,393 <sup>(1)</sup>	D	Â
Class B common stock, par value \$0.001 per share <sup>(1)</sup> <sup>(2)</sup>	28,168,561 <sup>(1)</sup> <sup>(2)</sup>	D	Â
Series A preferred stock, par value \$0.001 per share <sup>(1)</sup>	14,607,046 <sup>(1)</sup>	D	Â

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)

Edgar Filing: GNC ACQUISITION HOLDINGS INC. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET TORONTO, ONTARIO, CA M2M 4H5	X	X		

## Signatures

/s/ Melissa Kennedy, Vice President 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).

The reported securities are owned by Ontario Teachers' Pension Plan Board ("OTPP"). Each of Mr. Andrew Claerhout, Mr. Romeo Leemrijse, and Mr. Roman Duch may be deemed to have power to dispose of the shares held by OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.

(2) OTPP may, at any time, elect to (a) convert shares of Class B common stock, in whole or in part, into an equal number of shares of Class A common stock, or (b) convert shares of Class A common stock, in whole or in part, into an equal number of shares of Class B common stock so long as OTPP holds Class B common stock. The table above does not reflect (i) shares of Class B common stock issuable upon conversion of Class A common stock or (ii) shares of Class A common stock issuable upon conversion of Class B common stock.

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.