#### Edgar Filing: GNC ACQUISITION HOLDINGS INC. - Form 3

GNC ACQUISITION HOLDINGS INC.

Form 3 March 31, 2011

## FORM 3

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

OMB

response...

3235-0104

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Number: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per

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			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]				
(Last)	(First) (Middle)			4. Relationship Person(s) to Iss			ng	5. If Amendment, Date Origin Filed(Month/Day/Year)	
5650 YONGE STREET  (Street)  TORONTO, ONTARIO, CA M2M 4H5					(Check all applicable)  _X_ DirectorX_ 10% OwnerOfficerOther (give title below) (specify below)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		Table I - N	lon-Deriva	vative 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)	Owne (Instr	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Class A common stock, par value $\$0.001$ per share $\frac{(1)}{}$				14,581,393 (1)		D	Â		
Class B common stock, par value \$0.001 per share $\frac{(1)}{2}$				28,168,561	3,561 (1) (2) D		Â		
Series A preferred stock, par value \$0.001 per share $\frac{(1)}{}$				14,607,046 (1)		D	Â		
Reminder: Report on a separate line for each class of securities benefic owned directly or indirectly.					ally	SEC 1473 (7-02)			
	infor	ons who resp mation contai	ined in this f	orm are not					

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and 3. Title and Amount of **Expiration Date** (Month/Day/Year)

Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

Ownership Form of Derivative Security:

Direct (D)

or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Amount or Title Number of Shares

(I) (Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET TORONTO, ONTARIO, Â CAÂ M2M 4H5

ÂX Â ÂX

## **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 (1) 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.

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.

Reporting Owners 2