

GNC HOLDINGS, INC.
Form 8-K
October 03, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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) **October 2, 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**

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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 1.01. Entry into a Material Definitive Agreement.

On October 2, 2012, General Nutrition Centers, Inc. (Centers), a Delaware corporation and an indirect wholly owned subsidiary of GNC Holdings, Inc. (the Company), entered into a Second Amendment (the Second Amendment) to its Credit Agreement, dated March 4, 2011. Pursuant to the Second Amendment, Centers term loan bears interest at a rate per annum equal to the greater of the sum of the applicable Adjusted LIBO Rate and 1.00% plus the applicable margin of 2.75%.

A copy of the Company's press release announcing the foregoing matters is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 8.01. Other Events.

On October 2, 2012, the Company issued a press release announcing the repricing of its term loan. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit Number | Description |
|-----------------------|---------------------------------------|
| 99.1 | Press Release, dated October 2, 2012. |

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: October 3, 2012

GNC HOLDINGS, INC.

By:

/s/ Michael M. Nuzzo

Michael M. Nuzzo

Executive Vice President and Chief Financial Officer

Exhibit Index

| Exhibit Number | | Description |
|-----------------------|---------------------------------------|--------------------|
| 99.1 | Press Release, dated October 2, 2012. | |