

ARES PARTNERS MANAGEMENT CO LLC
 Form 4
 November 14, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Ares Corporate Opportunities Fund II, L.P.

(Last) (First) (Middle)
 2000 AVENUE OF THE STARS, 12TH FLOOR
 (Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 Former Director

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A common stock, par value \$0.001 ("Common Stock") | 11/14/2012 | | S | 5,158,040 D | \$ 35.2 0 | D | (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Ares Corporate Opportunities Fund II, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | | | Former Director |
| ACOF Management II, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | | | Former Director |
| ACOF Operating Manager II, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | | | Former Director |
| ARES MANAGEMENT INC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | | | Former Director |
| ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | | | Former Director |
| Ares Management Holdings LLC 2000 AVENUE OF THE STARS 12TH FLOOR | | | | Former Director |

LOS ANGELES, CA 90067

Ares Holdings LLC
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

Former Director

ARES PARTNERS MANAGEMENT CO LLC
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

Former Director

Signatures

| | |
|--|------------|
| /s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER II, L.P., Manager, for ARES CORPORATE OPPORTUNITIES FUND II, L.P. | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER II, L.P., General Partner, for ACOF MANAGEMENT II, L.P. | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory, for ACOF OPERATING MANAGER II, L.P. | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory, for ARES MANAGEMENT, INC. | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory, for ARES MANAGEMENT LLC | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory, for ARES MANAGEMENT HOLDINGS LLC | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory, for ARES HOLDINGS LLC | 11/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Michael D. Weiner, Authorized Signatory, for ARES PARTNERS MANAGEMENT COMPANY LLC | 11/14/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) The amount reported is owned of record by the designated reporting person, Ares Corporate Opportunities Fund II, L.P. ("ACOF"). The general partner of ACOF is ACOF Management II, L.P. ("ACOF Management"), the general partner of ACOF Management is ACOF Operating Manager II, L.P. ("ACOF Operating Manager") and the general partner of ACOF Operating Manager is Ares Management, Inc. ("Ares Inc."). Ares Inc. is owned by Ares Management LLC ("Ares Management"), which, in turn, is owned by Ares Management Holdings LLC ("Ares Management Holdings"). Ares Management Holdings is controlled by Ares Holdings LLC ("Ares Holdings"), which, in turn, is controlled by Ares Partners Management Company LLC ("Ares Partners," and collectively with ACOF, ACOF Management, ACOF Operating Manager, Ares Inc., Ares Management, Ares Management Holdings and Ares Holdings, the "Ares Entities"). (Continued in footnote 2)
- (2) Ares Partners is managed by an executive committee comprised of Michael Arougheti, David Kaplan, Gregory Margolies, Antony Ressler and Bennett Rosenthal. Because the executive committee acts by consensus/majority approval, none of the members of the executive committee has sole voting or dispositive power with respect to any shares of Common Stock. Each of the members of the executive committee, the Ares Entities (other than ACOF, with respect to the shares it holds directly) and the directors, officers, partners,

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stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of any shares of Common Stock, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. (Continued in footnote 3)

(3) The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, California 90067.

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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