

Horowitz Helen  
Form 3  
February 24, 2010

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Horowitz Jeffrey</p> <p>(Last) (First) (Middle)</p> <p>C/O FRIED, FRANK ET AL,Â ONE NEW YORK PLAZA</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10004</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/27/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Vitamin Shoppe, Inc. [VSI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
Common Stock <u>(2)</u>	558,326	D <u>(1)</u> <u>(2)</u> <u>(7)</u> Â	
Series A Preferred Stock <u>(2)</u>	3,000 <u>(6)</u>	D <u>(1)</u> <u>(2)</u> <u>(7)</u> Â	
Common Stock <u>(3)</u>	558,326	I <u>(1)</u> <u>(3)</u> <u>(7)</u>	See footnote <u>(1)</u> <u>(3)</u> <u>(7)</u>
Series A Preferred Stock <u>(3)</u>	3,000 <u>(6)</u>	I <u>(1)</u> <u>(3)</u> <u>(7)</u>	See footnote <u>(1)</u> <u>(3)</u> <u>(7)</u>
Common Stock <u>(4)</u>	139,582	I <u>(1)</u> <u>(4)</u> <u>(7)</u>	See footnote <u>(1)</u> <u>(4)</u> <u>(7)</u>
Series a Preferred Stock <u>(4)</u>	750 <u>(6)</u>	I <u>(1)</u> <u>(4)</u> <u>(7)</u>	See footnote <u>(1)</u> <u>(4)</u> <u>(7)</u>
Common Stock <u>(5)</u>	139,582	I <u>(1)</u> <u>(5)</u> <u>(7)</u>	See footnote <u>(1)</u> <u>(5)</u> <u>(7)</u>
Series a Preferred Stock <u>(5)</u>	750 <u>(6)</u>	I <u>(1)</u> <u>(5)</u> <u>(7)</u>	See footnote <u>(1)</u> <u>(5)</u> <u>(7)</u>

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)**

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 (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
Horowitz Jeffrey C/O FRIED, FRANK ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004	^	^ X	^	^
Horowitz Helen C/O FRIED, FRANK ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004	^	^ X	^	^
Jeffrey Horowitz April 1996 GRAT C/O FRIED, FRANK ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004	^	^ X	^	^
Helen Horowitz April 1996 GRAT C/O FRIED, FRANK ET AL ONE NEW YORK PLAZA NEW YORK, NY 10004	^	^ X	^	^

## Signatures

/s/ Jeffrey Horowitz	02/23/2010
__Signature of Reporting Person	Date
/s/ Helen Horowitz	02/23/2010
__Signature of Reporting Person	Date
/s/ Jeffrey Horowitz, as Trustee - Jeffrey Horowitz April 1996 GRAT	02/23/2010
__Signature of Reporting Person	Date
/s/ Helen Horowitz, as Trustee - Jeffrey Horowitz April 1996 GRAT	02/23/2010

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<u>**Signature of Reporting Person</u>	Date
/s/ Jeffrey Horowitz, as Trustee - Helen Horowitz April 1996 GRAT	02/23/2010

<u>**Signature of Reporting Person</u>	Date
/s/ Helen Horowitz, as Trustee - Helen Horowitz April 1996 GRAT	02/23/2010

<u>**Signature of Reporting Person</u>	Date
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## 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) See Exhibit 99.1 for text of footnote 1.
  - (2) See Exhibit 99.1 for text of footnote 2.
  - (3) See Exhibit 99.1 for text of footnote 3.
  - (4) See Exhibit 99.1 for text of footnote 4.
  - (5) See Exhibit 99.1 for text of footnote 5.
  - (6) See Exhibit 99.1 for text of footnote 6.
  - (7) See Exhibit 99.1 for text of footnote 7.

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.