

GNC HOLDINGS, INC.
Form SC 13G/A
February 09, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

GNC Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

36191G107
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **36191G107**

SCHEDULE 13G/A

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NAME OF REPORTING PERSONS

1 TPG-Axon Management LP ("TPG-Axon Management")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

5,173,039 shares of Common Stock

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

5,173,039 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,173,039 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 o
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 6.3%
TYPE OF REPORTING PERSON

PN



CUSIP No. 36191G107

SCHEDULE 13G/A

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1 NAME OF REPORTING PERSONS

TPG-Axon Partners GP, L.P. ("PartnersGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
 (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

5,173,039 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

5,173,039 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,173,039 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 o
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 6.3%
 TYPE OF REPORTING PERSON

PN



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NAME OF REPORTING PERSONS

1

TPG-Axon GP, LLC ("GPLLC")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) x

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

5,173,039 shares of Common Stock

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

5,173,039 shares of Common Stock

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,173,039 shares of Common Stock

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12

TYPE OF REPORTING PERSON

00



CUSIP No. 36191G107

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1 NAME OF REPORTING PERSONS

TPG-Axon Partners, LP ("TPG-Axon Domestic")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a) x
- (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

2,070,250 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,070,250 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,070,250 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5%

12 TYPE OF REPORTING PERSON

PN



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NAME OF REPORTING PERSONS

1

TPG-Axon International, L.P. ("TPG-Axon International")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) x

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

2,784,130 shares of Common Stock

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

2,784,130 shares of Common Stock

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,784,130 shares of Common Stock

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12

TYPE OF REPORTING PERSON

PN



CUSIP No. 36191G107

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1 NAME OF REPORTING PERSONS

TPG-Axon International GP, LLC ("InternationalGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a) x
- (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

2,784,130 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,784,130 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,784,130 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON

00



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NAME OF REPORTING PERSONS

1

Dinakar Singh LLC ("Singh LLC")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) x

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

5,173,039 shares of Common Stock

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

5,173,039 shares of Common Stock

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,173,039 shares of Common Stock

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12

TYPE OF REPORTING PERSON

00



CUSIP No. **36191G107**

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NAME OF REPORTING PERSONS

1

Dinakar Singh ("Mr. Singh")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) x

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

USA

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

5,173,039 shares of Common Stock

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

5,173,039 shares of Common Stock

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,173,039 shares of Common Stock

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.3%

12
TYPE OF REPORTING PERSON

IN



