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GNC CORP
Form 8-K
June 01, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): June 1, 2005

GNC Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation)	333-116040 (Commission File Number)	72-1575170 (I.R.S. Employer Identification No.)
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300 Sixth Avenue, Pittsburgh, Pennsylvania (Address of principal executive offices)	15222 (Zip Code)
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(412) 288-4600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

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))

Item 8.01 Other Events.

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On June 1, 2005, General Nutrition Centers, Inc., our wholly owned subsidiary, announced that it had commenced an offer to exchange up to \$150,000,000 of its outstanding 8-5/8% Senior Notes due 2011 for 8 5/8% Senior Notes due 2011 that have been registered under the Securities Act of 1933, as amended.

A press release announcing the exchange offer was issued on June 1, 2005, a copy of which is being filed as Exhibit 99.1 to this Form 8-K and which is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release, dated June 1, 2005, issued by General Nutrition Centers, Inc.

SIGNATURES

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: June 1, 2005

GNC CORPORATION

By: /s/ James. M. Sander

Name: James M. Sander
Title: Senior Vice President, Chief
 Legal Officer and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated June 1, 2005, issued by General Nutrition Centers, Inc.