NOT FILED WITH SEC

FORM 8-K EQUIVALENT REPORT

This Form 8-K Equivalent Report is being prepared pursuant to requirements contained in the Indenture, dated as of March 16, 2007, governing General Nutrition Centers, Inc.'s Senior Floating Rate Toggle Notes due 2014 and in the Indenture, dated as of March 16, 2007, governing General Nutrition Centers, Inc.'s 10.75% Senior Subordinated Notes due 2015

Date of Report (Date of earliest event reported): August 2, 2007

GENERAL NUTRITION CENTERS, INC.

Delaware (State of incorporation)	**72-1575168** (I.R.S. Employer Identification Number)

300 Sixth Avenue
Pittsburgh, Pennsylvania 15222
(Address of principal executive offices)

Company's telephone number, including area code: (412) 288-4600

Item 2.02 **Results of Operations and Financial Condition.**

On August 2, 2007, General Nutrition Centers, Inc. (the "Company") announced its consolidated financial results for the second quarter ended June 30, 2007. The consolidated financial results are with respect to the Company and its consolidated subsidiaries. A copy of the press release issued in connection with the announcement is attached as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this report and the exhibits hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of Section 18, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press Release of General Nutrition Centers, Inc. dated August 2, 2007.

SIGNATURE

Pursuant to the requirements of (1) the Indenture, dated as of March 16, 2007, between the Company, as Issuer, the Guarantors listed therein, and LaSalle Bank National Association, as Trustee, with respect to the Company's Senior Floating Rate Toggle Notes due 2014, and (2) the Indenture, dated as of March 16, 2007, between the Company, as Issuer, the Guarantors listed therein, and LaSalle Bank National Association, as Trustee, with respect to the Company's 10.75% Senior Subordinated Notes due 2015, the undersigned has duly caused this Form 8-K Equivalent Report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 9, 2007

GENERAL NUTRITION CENTERS, INC.

By: /S/ MARK L. WEINTRUB
Mark L. Weintrub
Senior Vice President and Chief Legal Officer

EXHIBIT INDEX

Exhibit No.	**Description**
99.1	Press Release of General Nutrition Centers, Inc. dated August 9, 2007.

Exhibit 99.1

GNC LiveWell.

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FOR IMMEDIATE RELEASE

General Nutrition Centers, Inc. Reports Second Quarter 2007 Financial Results

PITTSBURGH – August 2, 2007 – General Nutrition Centers, Inc. ("GNC" or the "Company"), the largest global specialty retailer of nutritional supplements, today reported its financial results for the second quarter ended June 30, 2007.

General Nutrition Centers, Inc. is an indirect wholly-owned subsidiary of GNC Parent LLC which was acquired on March 16, 2007 by affiliates of Ares Management LLC and Ontario Teachers' Pension Plan Board. As such, the financial results presented in this press release represent the aggregate of the financial results of General Nutrition Centers, Inc. from January 1, 2007 through March 15, 2007, predecessor, and the results from March 16, 2007 to June 30, 2007, successor.

For the quarter, the Company reported revenues of $389.5 million, a 1.8% increase over the same quarter in 2006. This increase was the result of a 3.9% increase in the retail segment and a 1.2% increase in franchising, offset by lower revenues in manufacturing/wholesale. In retail, same stores sales increased 1.6% in company-owned domestic stores and 11.0% in its Canadian stores.

For the quarter, the Company reported earnings before interest, income taxes, depreciation and amortization (EBITDA) of $40.1 million compared to $40.5 million for the same quarter in 2006. Included in EBITDA for the second quarter of 2007 was $6.8 million of non-cash purchase accounting adjustments included in cost of sales related to the acquisition of the Company on March 16, 2007.

Excluding this non-cash expense, adjusted EBITDA was $46.9 million for the second quarter of 2007, an increase of 15.8% over EBITDA of $40.5 million in the same quarter in 2006. Also included in EBITDA was $0.6 million of recurring non-cash compensation expense for each of the three months ended June 30, 2007 and June 30, 2006.

Revenue for the first six months of 2007 was $781.4 million, a 1.5% increase over the same period in 2006.

For the first six months of 2007, the Company reported EBITDA of $35.9 million compared to $78.1 million for the same quarter in 2006. Included in EBITDA, as a result of the acquisition, was $58.2 million of transaction-related costs which were recorded in the first six months operating results, including $34.6 million of transaction fees and expenses; $15.3 million of compensation expenses related to the transaction (including $3.8 million of non-cash stock based compensation resulting from the cancellation of all outstanding stock options), and $8.3 million of non-cash purchase accounting adjustments included in cost of sales. Included in expense for the first six months of 2006 was $4.8 million of discretionary payments made to stock option holders in conjunction with a distribution made to shareholders in March 2006.

Excluding the above items, adjusted EBITDA was $94.1 million for the first six months of 2007, an increase of 13.5% over adjusted EBITDA of $82.9 million in the same period of 2006. Additionally, the Company recorded $1.1 million and $1.2 million of recurring non-cash stock-based compensation expense in the first six months of 2007 and 2006, respectively.

GNC, headquartered in Pittsburgh, Pa., is the largest global specialty retailer of nutritional products; including vitamin, mineral, herbal and other specialty supplements and sports nutrition, diet and energy products. GNC has more than 4,800 retail locations throughout the United States (including more than 1,000 franchise and 1,270 Rite Aid store-within-a-store locations) and franchise operations in 49 international markets. The company – which is dedicated to helping consumers Live Well – also offers products and product information online at www.gnc.com.

GNC has scheduled a conference call and webcast to report its second quarter financial results on Thursday, August 2, at 11:00 am EDT. To listen to this call inside the U.S., dial 1-800-447-0521, and outside the U.S. dial 1-847-413-3238. A webcast of the call will be available through the "About GNC" link on GNC.com. The conference identification number for all callers is **18615176#**.

GNC will post the second quarter financial results on a Form 10-Q equivalent report on its website www.gnc.com.

This release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operations and business that is not historical information. Forward-looking statements can be identified by the use of terminology such as "subject to," "believes," "anticipates," "plans," "expects," "intends," "estimates," "projects," "may," "will," "should," "can," the negatives thereof, variations thereon and similar expressions, or by discussions of strategy. GNC believes there is a reasonable basis for our expectations and beliefs, but they are inherently uncertain, we may not realize our expectations and our beliefs may not prove correct. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Actual results could differ materially from those described or implied by such forward-looking statements. Factors that may materially affect such forward-looking statements include, among others:

- significant competition in our industry;
- unfavorable publicity or consumer perception of our products;
- the incurrence of material products liability and product recall costs;

- costs of compliance and our failure to comply with governmental regulations;
- the failure of our franchisees to conduct their operations profitably and limitations on our ability to terminate or replace under-performing franchisees;
- economic, political and other risks associated with our international operations;
- our failure to keep pace with the demands of our customers for new products and services;
- the lack of long-term experience with human consumption of some of our products with innovative ingredients;
- disruptions in our manufacturing system or losses of manufacturing certifications;
- increases in the frequency and severity of insurance claims, particularly for claims for which we are self-insured;
- loss or retirement of key members of management;
- increases in the cost of borrowings and unavailability of additional debt or equity capital;
- the impact of our substantial indebtedness on our operating income and our ability to grow;
- the failure to adequately protect or enforce our intellectual property rights against competitors;
- changes in applicable laws relating to our franchise operations; and
- our inability to expand our franchise operations to attract new franchisees.

Results of Operations

(Dollars in millions and percentages expressed as a percentage of total net revenues)
(unaudited)

	Successor		Predecessor		Combined		Predecessor	
	Three Months Ended June 30,				Six Months Ended June 30,			
	2007		2006		2007		2006	
Revenues:								
Retail	$ 295.9	76.0%	$ 284.8	74.4%	$ 600.6	76.9%	$ 579.7	75.3%
Franchise	60.0	15.4%	59.3	15.5%	118.7	15.2%	119.6	15.5%
Manufacturing / Wholesale	33.6	8.6%	38.7	10.1%	62.1	7.9%	70.4	9.2%
Total net revenues	**389.5**	**100.0%**	**382.8**	**100.0%**	**781.4**	**100.0%**	**769.7**	**100.0%**
Operating expenses:								
Cost of sales, including warehousing, distribution and occupancy costs	260.5	66.9%	253.3	66.2%	515.5	66.0%	510.2	66.3%
Compensation and related benefits	60.4	15.5%	60.6	15.8%	134.8	17.3%	126.5	16.4%
Advertising and promotion	14.3	3.7%	14.5	3.8%	35.0	4.5%	30.3	3.9%
Other selling, general and administrative expenses	20.6	5.3%	22.5	5.9%	40.1	5.1%	42.4	5.5%
Amortization expense	2.4	0.5%	1.0	0.2%	3.6	0.5%	2.0	0.3%
Foreign currency gain	(0.1)	0.0%	(0.1)	0.0%	(0.3)	0.0%	(0.7)	-0.1%
Transaction related costs	-	-	-	-	34.6	4.4%	-	-
Total operating expenses	**358.1**	**91.9%**	**351.8**	**91.9%**	**763.3**	**97.8%**	**710.7**	**92.3%**
Operating income:								
Retail	33.5	8.6%	33.6	8.8%	67.1	8.5%	68.9	8.9%
Franchise	15.5	4.0%	15.0	3.9%	32.9	4.2%	31.1	4.0%
Manufacturing / Wholesale	11.1	2.9%	13.4	3.5%	23.4	3.0%	24.5	3.2%
Unallocated corporate and other (costs) income:								
Warehousing and distribution costs	(12.5)	-3.2%	(12.5)	-3.3%	(25.2)	-3.2%	(25.3)	-3.3%
Corporate costs	(16.2)	-4.2%	(18.5)	-4.8%	(80.1)	-10.3%	(40.2)	-5.1%
Subtotal unallocated corporate and other costs net	(28.7)	-7.4%	(31.0)	-8.1%	(105.3)	-13.5%	(65.5)	-8.4%
Total operating income	**31.4**	**8.1%**	**31.0**	**8.1%**	**18.1**	**2.2%**	**59.0**	**7.7%**
Interest expense, net	23.6		10.1		70.9		19.8	
Income (loss) before income taxes	**7.8**		**20.9**		**(52.8)**		**39.2**	
Income tax expense (benefit)	3.1		7.8		(7.1)		14.6	
Net income (loss)	**$ 4.7**		**$ 13.1**		**$ (45.7)**		**$ 24.6**	

Note: The numbers in the above table have been rounded to millions. All calculations related to the Results of Operations for the year-over-year comparisons were derived from the table above and could occasionally differ immaterially if you were to use the unrounded data for these calculations.

We define EBITDA as net income (loss) before interest expense (net), income tax expense, depreciation, and amortization. Management uses EBITDA as a tool to measure operating performance of the business. We use EBITDA as one criterion for evaluating our performance relative to our competitors and also as a measurement for the calculation of management incentive compensation. Although we primarily view EBITDA as an operating performance measure, we also consider it to be a useful analytical tool for measuring our liquidity, our leverage capacity, and our ability to service our debt and generate cash for other purposes.

We also use EBITDA to determine our compliance with certain covenants in our Senior Credit Facility, and the indentures governing our Senior Floating Rate Toggle Notes and Senior Subordinated Notes. The reconciliation of EBITDA as presented below is different than that used for purposes of the covenants under the indentures governing the Senior Floating Rate Toggle Notes and Senior Subordinated Notes. Historically, we have highlighted our use of EBITDA as a liquidity measure and for related purposes because of our focus on the holders of our debt. At the same time, however, management has also internally used EBITDA as a performance measure. EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net income, operating income, or any other performance measures derived in accordance with GAAP, or as an alternative to GAAP cash flow from operating activities, as a measure of our profitability or liquidity.

Adjusted EBITDA is presented as additional information, as management also uses Adjusted EBITDA to evaluate the operating performance of the business and as a measurement for the calculation of management incentive compensation. Management believes that EBITDA and Adjusted EBITDA are commonly used by security analysts, lenders, and others; however, EBITDA and Adjusted EBITDA may not be comparable to other similarly titled measures reported by other companies, limiting their usefulness as comparative measures.

Some of the limitations of EBITDA and Adjusted EBITDA are as follows:

- EBITDA and Adjusted EBITDA do not reflect cash expenditures, future requirements for capital expenditures, or contractual commitments;
- EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for working capital needs;
- EBITDA and Adjusted EBITDA does not reflect interest expense or the cash requirement necessary to service interest or principal payments on our debt; although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements; and
- EBITDA and Adjusted EBITDA reflect the impact of earnings on income resulting from matters we consider not to be indicative of our ongoing operations, certain of which income we eliminated in our computation of EBITDA and Adjusted EBITDA.

Because of these limitations, EBITDA and Adjusted EBITDA should not be considered as measures of discretionary cash available to us to invest in our business. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA only for supplemental purposes.

For the combined predecessor and successor periods ended June 30, 2007, the three months ended June 30, 2007 and June 30, 2006 and the six months ended June 20, 2006, the following table presents EBITDA reconciled to our cash from operations for such periods and Adjusted EBITDA reconciled to EBITDA for such periods.

CASH FROM OPERATIONS RECONCILIATION TO EBITDA AND ADJUSTED EBITDA
(in millions)
(unaudited)

	Successor	Predecessor	Combined	Predecessor
	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Net cash provided by (used in) operating activities	**$ 39.0**	**$ 21.4**	**$ (5.6)**	**$ 33.9**
Cash paid for interest (excluding deferred financing fees)	2.5	11.5	41.3	20.1
Cash paid for taxes	0.5	10.8	1.8	11.0
Increase in accounts receivable	5.7	9.0	7.6	16.4
(Decrease) increase in inventory	(8.3)	(40.7)	(12.9)	0.6
Decrease (increase) in accounts payable	2.9	38.3	(1.5)	12.5
Decrease in other assets	(3.1)	(1.9)	(2.7)	(4.3)
Decrease (increase) in other liabilities	0.9	(7.9)	7.9	(12.1)
EBITDA	$ 40.1	$ 40.5	$ 35.9	$ 78.1
Transaction costs	-	-	34.6	-
Discretionary payment to stock option holders	-	-	-	4.8
Compensation expense related to transaction	-	-	15.3	-
Purchase accounting adjustments	6.8	-	8.3	-
Adjusted EBITDA	$ 46.9	$ 40.5	$ 94.1	$ 82.9

For the combined predecessor and successor periods ended June 30, 2007, the three months ended June 30, 2007 and June 30, 2006, and the six months ended June 30, 2006, the following table presents EBITDA reconciled to our net income for such periods and Adjusted EBITDA reconciled to EBITDA for such periods.

NET INCOME (LOSS) RECONCILIATION TO EBITDA AND ADJUSTED EBITDA
(in millions)
(unaudited)

	Successor	Predecessor	Combined	Predecessor
	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Net income (loss)	**$ 4.7**	**$ 13.1**	**$ (45.7)**	**$ 24.6**
Interest expense, net	23.6	10.1	70.9	19.8
Income tax expense (benefit)	3.1	7.8	(7.1)	14.6
Depreciation and amortization	8.7	9.5	17.8	19.1
EBITDA	**$ 40.1**	**$ 40.5**	**$ 35.9**	**$ 78.1**
Transaction costs	-	-	34.6	-
Discretionary payment to stock option holders	-	-	-	4.8
Compensation expense related to transaction	-	-	15.3	-
Purchase accounting adjustments	6.8	-	8.3	-
Adjusted EBITDA	**$ 46.9**	**$ 40.5**	**$ 94.1**	**$ 82.9**