

MusclePharm Corp
Form SC 13G/A
February 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

MusclePharm Corporation
(Name of Issuer)

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

627335102
(CUSIP Number)

February 14, 2011
(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 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).

1. NAME OF REPORTING PERSON
Socius CG II, Ltd.
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5. SOLE VOTING POWER
10,117,384 (See Item 4)
 6. SHARED VOTING POWER
0
 7. SOLE DISPOSITIVE POWER
10,117,384 (See Item 4)
 8. SHARED DISPOSITIVE POWER
0
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,117,384 (See Item 4)
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:
9.9%
 12. TYPE OF REPORTING PERSON
OO

1. NAME OF REPORTING PERSON
Socius Capital Group, LLC
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
27-1051956
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ..
(b) ..
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5. SOLE VOTING POWER
10,117,384 (See Item 4)
 6. SHARED VOTING POWER
0
 7. SOLE DISPOSITIVE POWER
10,117,384 (See Item 4)
 8. SHARED DISPOSITIVE POWER
0
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,117,384 (See Item 4)
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES: "
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:
9.9%
 12. TYPE OF REPORTING PERSON

HC

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1. NAME OF REPORTING PERSON
Terren S. Peizer
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5. SOLE VOTING POWER
10,117,384 (See Item 4)
 6. SHARED VOTING POWER
0
 7. SOLE DISPOSITIVE POWER
10,117,384 (See Item 4)
 8. SHARED DISPOSITIVE POWER
0
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,117,384 (See Item 4)
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:
9.9%
 12. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
Patricia Peizer
IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
5. SOLE VOTING POWER
10,117,384 (See Item 4)
 6. SHARED VOTING POWER
0
 7. SOLE DISPOSITIVE POWER
10,117,384 (See Item 4)
 8. SHARED DISPOSITIVE POWER
0
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,117,384 (See Item 4)
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:
9.9%
 12. TYPE OF REPORTING PERSON
IN

ITEM 1 (a)

Name of Issuer:

MusclePharm Corporation

(b)

Address of Issuer's Principal Executive Offices:

4721 Ironton Street
Denver, Colorado 80239

ITEM 2 (a)

Name of Person Filing:

This statement is filed by Socius CG II, Ltd. with respect to shares of common stock, of the issuer beneficially owned by it, and by Socius Capital Group, LLC, Terren S. Peizer and Patricia Peizer with respect to the shares beneficially owned by Socius CG II, Ltd.

(b)

Address of Principal Business Office, or, if None, Residence:

The address of the principal business office of Socius CG II, Ltd. is:
Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The address of the principal business office of Socius Capital Group, LLC, Mr. Peizer and Ms. Peizer is:
11150 Santa Monica Boulevard, Suite 1500, Los Angeles, CA 90025.

(c)

Citizenship:

Socius CG II, Ltd. is a Bermuda exempted company.
Socius Capital Group, LLC is a Delaware limited liability company.
Mr. Peizer and Ms. Peizer are United States citizens.

(d)

Title of Class of Securities:

Common Stock, \$0.001 par value per share.

(e)

CUSIP NUMBER:

627335102

ITEM 3: If this Statement is Filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- .. a. Broker or dealer registered under Section 15 of the Exchange Act.
- .. b. Bank as defined in Section 3(a)(6) of the Exchange Act.
- .. c. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- .. d. Investment company registered under Section 8 of the Investment Company Act.
- .. e. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- .. f. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- .. g. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- .. h. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- .. i. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act

..

j. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4: Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See item 9 of cover pages.
- (b) Percent of class: See item 11 of cover pages.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of:

See items 5-8 of cover pages.

The shares of common stock were obtained by Socius CG II, Ltd. (“Socius CG”) pursuant to an Order Approving Stipulation for Settlement of Claim issued on December 8, 2010 by the Superior Court of the State of California for the County of Los Angeles, Central District (“Court”), in Case No. BC450712, and an Order Approving Stipulation for Settlement of Claim issued on February 3, 2011 by the same Court in Case No. BC453481 (together, the “Orders”).

For purposes of calculating the percent of class, the reporting persons have assumed that there were a total of 115,117,384 shares of common stock outstanding immediately subsequent to the issuance of the shares, such that 10,117,384 shares, subject to adjustment as set forth in the Orders, represent approximately 9.9% of the class subsequent to such issuance.

Voting and dispositive power with respect to the shares held by Socius CG is exercised by Ward Jensen, its Vice President-Trading. However, the Orders provide that, for so long as Socius CG or any of its affiliates hold any shares of common stock of the issuer, Socius CG and its affiliates are prohibited from, among other actions: (1) voting any shares of issuer common stock owned or controlled by Socius CG or its affiliates, or soliciting any proxies or seeking to advise or influence any person with respect to any voting securities of the issuer; (2) engaging or participating in any actions or plans that relate to or would result in, among other things, (a) acquiring additional securities of the issuer, alone or together with any other person, which would result in Socius CG and its affiliates collectively beneficially owning or controlling, or being deemed to beneficially own or control, more than 9.99% of the total outstanding common stock or other voting securities of the issuer, (b) an extraordinary corporate transaction such as a merger, reorganization or liquidation, (c) a sale or transfer of a material amount of assets, (d) changes in the present board of directors or management of the issuer, (e) material changes in the capitalization or dividend policy of the issuer, (f) any other material change in the issuer’s business or corporate structure, (g) actions which may impede the acquisition of control of the issuer by any person or entity, (h) causing a class of securities of the issuer to be delisted, (i) causing a class of equity securities of the issuer to become eligible for termination of registration; or (3) any actions similar to the foregoing. These prohibitions may not be modified or waived without further order of the Court.

Neither Socius CG nor Socius Capital Group, LLC (“Socius Capital”) is a registered broker-dealer or an affiliate of a registered broker-dealer. Socius Capital, Mr. Peizer and Ms. Peizer directly own no shares of the issuer. Ms. Peizer is

the sole ultimate beneficial owner of Socius Capital. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, Socius Capital, Mr. Peizer and/or Ms. Peizer may be deemed to beneficially own and/or control the shares owned by Socius CG. Socius Capital and Mr. Peizer disclaim beneficial ownership and control, and Ms. Peizer disclaims control, of the securities covered by this statement.

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ITEM 5: Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following box:

ITEM 6: Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

ITEM 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit 1.

ITEM 8: Identification and Classification of Members of the Group.

Not Applicable.

ITEM 9: Notice of Dissolution of Group.

Not Applicable.

ITEM 10: Certifications.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

SOCIUS CG II, LTD.

By: /s/ Terren S. Peizer

Name: Terren S. Peizer
Its: Managing Director

Dated: February 14, 2011

SOCIUS CAPITAL GROUP, LLC

By: /s/ Terren S. Peizer

Name: Terren S. Peizer
Its: Managing Director

Dated: February 14, 2011

s/ Terren S. Peizer
Terren S. Peizer

Dated: February 14, 2011

/s/ Patricia Peizer
Patricia Peizer

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EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Exhibit Stating Identity of Relevant Subsidiary per Item 7 of Schedule 13G

EXHIBIT 2

Joint Filing Agreement among Socius CG II, Ltd., Socius Capital Group, LLC, Terren S. Peizer and Patricia Peizer

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Socius CG II, Ltd. is a subsidiary of Socius Capital Group, LLC

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JOINT FILING AGREEMENT

This Joint Filing Agreement, entered into and effective as of February 14, 2011, is made by and among Socius CG II, Ltd., Socius Capital Group, LLC, Terren S. Peizer and Patricia Peizer (each, a "Filer" and, collectively, the "Filers") pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Each of the Filers hereby acknowledges and agrees that the foregoing statement on Schedule 13G is filed on behalf of each of the Filers and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the Filers without the necessity of filing additional joint filing agreements. Each Filer acknowledges that such Filer shall be responsible for the timely filing of such amendments and for the completeness and accuracy of the information concerning such Filer contained therein, but shall not be responsible for the completeness and accuracy of the information concerning any of the other Filers, except to the extent that such Filer knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

This Joint Filing Agreement may be terminated by any of the Filers upon written notice to the other Filers.

Dated: February 14, 2011

SOCIUS CG II, LTD.

By: /s/ Terren S. Peizer

Name: Terren S. Peizer
Its: Managing Director

Dated: February 14, 2011

SOCIUS CAPITAL GROUP, LLC

By: /s/ Terren S. Peizer

Name: Terren S. Peizer
Its: Managing Director

Dated: February 14, 2011

/s/ Terren S. Peizer
Terren S. Peizer

Dated: February 14, 2011

/s/ Patricia Peizer
Patricia Peizer