

MusclePharm Corp  
Form SC 13D/A  
June 09, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

**MUSCLEPHARM CORP.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**627335201**

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. I

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26<sup>th</sup> Floor

New York, New York 10019

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**June 8, 2015**

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

CUSIP No. 627335201

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,  
L.P. I 13-3953291

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
SOLE VOTING POWER

NUMBER OF 7

SHARES 474,108 (See Item 5)  
SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 (See Item 5)  
EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 474,108 (See Item 5)  
SHARED DISPOSITIVE POWER

WITH 10

0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
11 REPORTING PERSON

474,108 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
12 AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

..  
PERCENT OF CLASS REPRESENTED  
13 BY AMOUNT IN ROW (11)

3.5%  
TYPE OF REPORTING PERSON\*  
14

PN



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,  
L.P. 13-3688497

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
SOLE VOTING POWER

NUMBER OF 7

SHARES 299,953 (See Item 5)  
SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 (See Item 5)  
EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 299,953 (See Item 5)  
SHARED DISPOSITIVE POWER

WITH 10

11 0 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 299,953 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 ..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14 2.2%  
TYPE OF REPORTING PERSON\*

PN



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore  
Fund, Ltd.

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands  
SOLE VOTING POWER

**NUMBER OF** 7

**SHARES** 225,939 (See Item 5)  
SHARED VOTING POWER

**BENEFICIALLY** 8

**OWNED BY** 0 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER

**REPORTING** 9

**PERSON** 225,939 (See Item 5)  
SHARED DISPOSITIVE POWER

**WITH** 10

0 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

225,939 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

1.7%  
**14** TYPE OF REPORTING PERSON\*

CO



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing  
Plan

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

**NUMBER OF** 7

**SHARES** 40,000 (See Item 5)  
SHARED VOTING POWER

**BENEFICIALLY** 8

**OWNED BY** 0 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER

**REPORTING** 9

**PERSON** 40,000 (See Item 5)  
SHARED DISPOSITIVE POWER

**WITH** 10

0 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

40,000 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

0.3%  
**14** TYPE OF REPORTING PERSON\*

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital Management, LLC  
13-4018186

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

New York  
SOLE VOTING POWER

**NUMBER OF** 7

**SHARES** 774,061 (See Item 5)  
SHARED VOTING POWER

**BENEFICIALLY** 8

**OWNED BY** 0 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER

**REPORTING** 9

**PERSON** 774,061 (See Item 5)  
SHARED DISPOSITIVE POWER

**WITH** 10

0 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

774,061 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

5.7%  
**14** TYPE OF REPORTING PERSON\*

OO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

**NUMBER OF** 7

**SHARES** 225,939 (See Item 5)  
SHARED VOTING POWER

**BENEFICIALLY** 8

**OWNED BY** 0 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER

**REPORTING** 9

**PERSON** 225,939 (See Item 5)  
SHARED DISPOSITIVE POWER

**WITH** 10

0 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

225,939 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

1.7%  
**14** TYPE OF REPORTING PERSON\*

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Nelson Obus

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

SOLE VOTING POWER

**NUMBER OF** 7

**SHARES** 40,000 (See Item 5)  
SHARED VOTING POWER

**BENEFICIALLY** 8

**OWNED BY** 1,000,000 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER

**REPORTING** 9

**PERSON** 40,000 (See Item 5)  
SHARED DISPOSITIVE POWER

**WITH** 10

11 1,000,000 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 1,040,000 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 ..  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14 7.7%  
TYPE OF REPORTING PERSON\*

IN

CUSIP No. 627335201

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1

Joshua Landes

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a) ..

(b) x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States  
SOLE VOTING POWER

**NUMBER OF** 7

**SHARES** 0 (See Item 5)  
SHARED VOTING POWER

**BENEFICIALLY** 8

**OWNED BY** 1,000,000 (See Item 5)  
**EACH** SOLE DISPOSITIVE POWER

**REPORTING** 9

**PERSON** 0 (See Item 5)  
SHARED DISPOSITIVE POWER

**WITH** 10

1,000,000 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1,000,000 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

7.4%  
**14** TYPE OF REPORTING PERSON\*

IN

CUSIP No. 627335201

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This Amendment No. 1 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on April 20, 2015 (the "Schedule 13D") by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, \$0.001 par value per share (the "Common Stock") of MusclePharm Corp., a Nevada corporation (the "Issuer"), whose principal executive office are located at 4721 Ironton Street, Building A, Denver, Colorado 80239. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

#### **Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended and restated as follows:

On June 8, 2015, the Wynnefield Reporting Persons sent a letter to the Issuer's Board of Directors ("Board") requesting that the Board take immediate action to address the Wynnefield Reporting Persons' serious concerns with the Issuer's deficiencies in the areas of liquidity, corporate governance, and transparency.

A copy of the Wynnefield Reporting Persons' letter dated June 8, 2015, is filed herewith and attached hereto as Exhibit 2 and is incorporated by reference herein. Any description herein of the Wynnefield Reporting Persons' letter dated June 8, 2015, is qualified in its entirety by reference to the attached Exhibit 2.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common

Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended by the addition of the following:

Exhibit 2 Letter dated June 8, 2015, to the Board of Directors of MusclePharm Corp.

CUSIP No. 627335201

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**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: June 8, 2015

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,

its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN, INC.

By: /s/ Nelson Obus

Nelson Obus, Authorized Signatory

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually