

MusclePharm Corp
Form SC 13D/A
September 15, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 2)

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, 26th Floor

New York, New York 10019

(212) 541-6222

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

September 8, 2016

(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

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF 7

SHARES 515,922 (See Item 5)
SHARED VOTING POWER

BENEFICIALLY 8

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

REPORTING 9

PERSON 515,922 (See Item 5)
SHARED DISPOSITIVE POWER

WITH 10

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

515,922 (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)

3.7%
14 TYPE OF REPORTING PERSON*

PN

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.
13-3688497

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

2

(a)

(b)
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 331,527 (See Item 5)
SHARED VOTING POWER

BENEFICIALLY 8

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

REPORTING 9

PERSON 331,527 (See Item 5)
SHARED DISPOSITIVE POWER

WITH 10

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

331,527 (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)

2.4%
14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 627335201

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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.
(No IRS Identification No.)

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 263,021 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 263,021 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

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

11

263,021 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES*

12

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

13

1.9%
TYPE OF REPORTING PERSON*

14

CO

CUSIP No. 627335201

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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 & Money
Purchase 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

N/A
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 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)
 AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON

11

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

12

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

13

0.3%
 TYPE OF REPORTING PERSON*

14

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

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

NUMBER OF 7
SHARES 847,449 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 847,449 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

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

11

847,449 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES*

12

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

13

6.1%
TYPE OF REPORTING PERSON*

14

OO

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NAME OF REPORTING PERSON

1

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

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

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF 7
SHARES 263,021 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 263,021 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

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

11

263,021 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES*

12

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

13

1.9%
TYPE OF REPORTING PERSON*
CO

14

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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 0 (See Item 5)
 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 1,150,470 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 0 (See Item 5)
 SHARED DISPOSITIVE POWER
WITH 10

1,150,470 (See Item 5)
 AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON

11

1,150,470 (See
 Item 5)
 CHECK BOX IF THE AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES CERTAIN SHARES*

12

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

13

8.3%
 TYPE OF REPORTING PERSON*

14

IN

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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

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF 7
SHARES 0 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 1,150,470 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 0 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

1,150,470 (See Item 5)
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

11

1,150,470 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES*

12

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

13

8.3%
TYPE OF REPORTING PERSON*

14

IN

CUSIP No. 627335201

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Item 1. Security and Issuer.

This Amendment No. 2 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the “Commission”) on July 1, 2015 and as amended by Amendment No. 1 filed on November 9, 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 2. Identity and Background.

Item 2 of the Schedule 13D is amended and restated as follows:

This Schedule 13D is filed by the Wynnefield Reporting Persons.

(a), (b), (c) and (f). The “Wynnefield Reporting Persons” are Wynnefield Partners Small Cap Value, L.P. I (“Wynnefield Partners I”), Wynnefield Partners Small Cap Value, L.P. (“Wynnefield Partners”), Wynnefield Small Cap Value Offshore Fund, Ltd. (“Wynnefield Offshore”), Wynnefield Capital, Inc. Profit Sharing & Money Purchase Plan (“Plan”), Wynnefield Capital Management, LLC (“WCM”), Wynnefield Capital, Inc. (“WCI”), Nelson Obus and Joshua H. Landes. The Wynnefield Reporting Persons that are entities are each separate and distinct entities with different beneficial owners (whether designated as limited partners or stockholders).

WCM, a New York limited liability company, is the general partner of Wynnefield Partners I and Wynnefield Partners, each a private investment company organized as limited partnerships under the laws of the State of Delaware. Nelson Obus and Joshua H. Landes are the managing members of WCM and the principal executive

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officers of WCI, the investment manager of Wynnefield Offshore, a private investment company organized under the laws of the Cayman Islands. The Plan is an employee profit sharing plan organized under the laws of the State of Delaware. Mr. Obus and Mr. Landers are co-trustees of the Plan. Messrs. Obus and Landes are citizens of the United States of America.

The business address of the Wynnefield Reporting Persons is 450 Seventh Avenue, Suite 509, New York, New York 10123.

(d) and (e). During the last five years, none of the Wynnefield Reporting Persons had been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.