

MusclePharm Corp
Form POS EX
March 01, 2013

As filed with the Securities and Exchange Commission on March 1, 2013

Registration No. 333-184625

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MusclePharm Corporation

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|------------------------------|------------------|
| Nevada | 2834 | 77-0664193 |
| (State or other jurisdiction | (Primary Standard Industrial | (I.R.S. Employer |

of incorporation or organization) Classification Code Number) Identification Number)

4721 Ironton Street, Building A

Denver, Colorado 80239

Telephone: (303) 396-6100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Brad J. Pyatt

Co-Chairman, Chief Executive Officer and President

MusclePharm Corporation

5348 Vegas Drive

Las Vegas, Nevada 89108

Telephone: (702) 953-1890

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Reid A. Godbolt, Esq.

Harvey J. Kesner, Esq.

Jones & Keller, P.C.

Sichenzia Ross Friedman Ference LLP

1999 Broadway, Suite 3150 61 Broadway, 32nd Floor

Denver, Colorado 80202

New York, New York 10006

Telephone: (303) 573-1600

Telephone: (212) 930-9700

Facsimile: (303) 573-8133

Fax: (212) 930-9725

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o

Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company x

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 (this “Amendment”) is filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended (the “Securities Act”), solely to add exhibits to the Registration Statement on Form S-1, as amended (Registration No. 333-184625) (the “Registration Statement”) of MusclePharm Corporation. Accordingly, this Amendment consists solely of the facing page, this explanatory note, an amended and restated “Item 16. Exhibits and Financial Statement Schedules” section of the Registration Statement, the XBRL interactive data files and the signature page. This filing does not modify any provision of the Registration Statement except as specifically noted herein.

The Registration Statement included certain financial information. The XBRL interactive data files that correspond to the financial information presented in the Registration Statement filed on January 16, 2013 are attached as Exhibits 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE to this Amendment and incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 16. Exhibits and Financial Statement Schedules**

| Exhibit No. | Description | Incorporated by Reference | | | Filing Date | Filed Herewith | Furnished Herewith |
|-------------|---|---------------------------|--------------|---------|-------------------|----------------|--------------------|
| | | Form | SEC File No. | Exhibit | | | |
| 1.1 | Placement Agent Agreement. | 8-K | 000-53166 | 1.1 | January 23, 2013 | | |
| 2.1 | Agreement Concerning the Exchange of Securities by and Among Tone in Twenty and Muscle Pharm, LLC and the Security Holders of Muscle Pharm, LLC, dated February 1, 2010. | 8-K | 000-53166 | 2.1 | February 2, 2010 | | |
| 3.1 | Articles of Incorporation of MusclePharm Corporation (successor to Tone In Twenty). | SB-2 | 333-147111 | 3.1 | November 2, 2007 | | |
| 3.2 | Bylaws of MusclePharm Corporation (successor to Tone In Twenty). (Amended on March 1, 2010 to change fiscal year end to December 31 – set forth on Form 8-K filed on 03-03-2010.) | SB-2 | 333-147111 | 3.2 | November 2, 2007 | | |
| 3.3 | Amendment to the Articles of Incorporation. | SB-2 | 333-147111 | 3.3 | November 2, 2007 | | |
| 3.4 | Amendment to the Articles of Incorporation | 8-K | 000-53166 | 3.3 | February 24, 2010 | | |
| 3.5 | Certificate of Designation relating to the Series A Convertible Preferred Stock. | 8-K | 000-53166 | 3.4 | February 24, 2010 | | |
| 3.6 | Amendment to the Articles of Incorporation. | 10-Q | 000-53166 | 3.1 | May 23, 2011 | | |
| 3.7 | | 10-Q | 000-53166 | 3.1 | | | |

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| | Certificate of Designation of Series B Convertible Preferred Stock. | | | | August 16, 2011 |
| 3.8 | Certificate of Designation of Series C Convertible Preferred Stock. | 8-K | 000-53166 | 3.1 | November 4, 2011 |
| 3.9 | Amendment to the Articles of Incorporation. | 8-K | 000-53166 | 3.1 | November 23, 2011 |
| 3.10 | Amendment to the Articles of Incorporation. | 8-K | 000-53166 | 3.1 | January 27, 2012 |
| 3.11 | Amendment to the Articles of Incorporation. | 8-K | 000-53166 | 3.1 | March 30, 2012 |
| 3.12 | Certificate of Change. | 8-K | 000-53166 | 3.1 | November 28, 2012 |
| 3.13 | Certificate of Amendment to Articles of Incorporation. | 8-K | 000-53166 | 3.2 | November 28, 2012 |
| 3.14 | Certificate of Designation of Series D Convertible Preferred Stock. | 8-K | 000-53166 | 3.1 | January 17, 2013 |
| 3.15 | Certificate of Correction. | S-1/A | 333-184625 | 3.15 | December 26, 2012 |
| 4.1 | Specimen of certificate for MusclePharm Corporation Series D Convertible Preferred Stock. | 8-K | 000-53166 | 4.1 | January 28, 2013 |
| 4.2 | Specimen of certificate for MusclePharm Corporation Common Stock. | S-1/A | 333-184625 | 4.4 | December 28, 2012 |
| 4.3 | Form of Promissory Note, dated July 13, 2012, issued by MusclePharm Corporation in favor of TCA Global Credit Master Fund LP. | 8-K | 000-53166 | 4.1 | July 20, 2012 |

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| 4.4 | Form of Promissory Note. | 8-K | 000-53166 | 4.2 | December 10, 2012 |
| 5.1 | Opinion of Brownstein Hyatt Farber Schreck, LLP. | 8-K | 000-53166 | 5.1 | January 28, 2013 |
| 10.1 | Purchasing Agreement with General Nutrition Corporation dated December 16, 2009. | 8-K | 000-53166 | 10.2 | February 24, 2010 |
| 10.2 | Order Approving Stipulation for Settlement of Claim, dated December 8, 2010, between MusclePharm Corporation and Socius CG II, Ltd. | 8-K | 000-53166 | 10.1 | December 9, 2010 |
| 10.3 | Endorsement Agreement, dated July 20, 2011, between MusclePharm Corporation and Michael Vick, individually. | 8-K | 000-53166 | 10.1 | July 22, 2011 |
| 10.4 | Convertible Promissory Note between MusclePharm Corporation and Brad J. Pyatt, dated November 18, 2010. | S-1/A | 333-176771 | 4.2 | September 27, 2011 |
| 10.5 | Convertible Promissory Note between MusclePharm Corporation and Brad J. Pyatt, dated November 23, 2010. | S-1/A | 333-176771 | 4.3 | September 27, 2011 |
| 10.6 | Amended and Restated Employment Agreement, dated November 14, 2011, between MusclePharm Corporation and Brad J. Pyatt. | 10-Q | 000-53166 | 10.6 | November 14, 2011 |
| 10.7 | Amended and Restated Employment Agreement, dated November 14, 2011, between MusclePharm Corporation and Cory J. Gregory. | 10-Q | 000-53166 | 10.7 | November 14, 2011 |
| 10.8 | Employment Agreement, dated September 15, 2011, by and between MusclePharm Corporation and John H. Bluher. | 10-Q | 000-53166 | 10.4 | November 14, 2011 |
| 10.9 | Employment Agreement, dated November 14, 2011, by and between MusclePharm Corporation and Jeremy R. DeLuca. | 10-Q | 000-53166 | 10.5 | November 14, 2011 |
| 10.10 | Securities Purchase Agreement, dated July 10, 2012, between MusclePharm Corporation and Subscribers set forth therein. | 8-K | 000-53166 | 10.1 | July 19, 2012 |
| 10.11 | Consulting Agreement, dated July 12, 2012, between MusclePharm Corporation and Melechdavid, Inc. | 8-K | 000-53166 | 10.2 | July 19, 2012 |
| 10.12 | Consulting Agreement, dated July 12, 2012, between MusclePharm Corporation and GRQ Consultants, Inc. | 8-K | 000-53166 | 10.3 | July 19, 2012 |
| 10.13 | Form of Committed Equity Facility Agreement, dated July 13, 2012, between MusclePharm Corporation and TCA Global Credit Master Fund LP. | 8-K | 000-53166 | 10.1 | July 20, 2012 |
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Form of Registration Rights Agreement, dated July 13, 2012,
between MusclePharm Corporation and TCA Global Credit Master
Fund LP.

10.15 Form of Security Agreement, dated July 13, 2012, between
MusclePharm Corporation and TCA Global Credit Master Fund LP. 8-K 000-53166 10.1 July 20, 2012

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| 10.16 | Form of Indemnification Agreement. | 8-K | 000-53166 | 10.1 | August 27, 2012 |
| 10.17 | Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and Brad J. Pyatt. | 8-K | 000-53166 | 10.1 | October 23, 2012 |
| 10.18 | Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and L. Gary Davis. | 8-K | 000-53166 | 10.2 | October 23, 2012 |
| 10.19 | Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and John H. Blucher. | 8-K | 000-53166 | 10.3 | October 23, 2012 |
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| 10.21 | Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and Cory J. Gregory. | 8-K | 000-53166 | 10.5 | October 23, 2012 |
| 10.22 | Form of Restricted Stock Unit Award. | 8-K | 000-53166 | 10.1 | November 21, 2012 |
| 10.23 | Subscription Agreement dated November 30, 2012 between MusclePharm Corporation and the subscribers listed therein. | 8-K | 000-53166 | 10.1 | December 10, 2012 |
| 10.24 | Form of Escrow Agreement. | POS AM | 333-184625 | 10.24 | January 8, 2013 |
| 10.25 | Form of Subscription Agreement. | 8-K | 000-53166 | 10.1 | January 28, 2013 |
| 21 | Subsidiary of the Registrant. | S-1 | 333-184625 | 21 | October 26, 2012 |
| 23.1 | Consent of Berman & Company, P.A. | POS AM | 333-184625 | 23.1 | January 16, 2013 |
| 23.2 | Consent of Brownstein Hyatt Farber Schreck, LLP (included in Exhibit 5.1). | 8-K | 000-53166 | 5.1 | January 28, 2013 |
| 24.1 | Power of Attorney. | S-1/A | 333-184625 | | December 19, 2012 |
| 101.INS | INS XBRL Instance Document. | | | | |

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| 101.SCH | SCH XBRL Schema Document. | X |
| 101.CAL | CAL XBRL Calculation Linkbase Document. | X |
| 101.DEF | DEF XBRL Definition Linkbase Document. | X |
| 101.LAB | LAB XBRL Label Linkbase Document. | X |
| 101.PRE | PRE XBRL Presentation Linkbase Document. | X |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Denver, State of Colorado, on March 1, 2013.

MUSCLEPHARM CORPORATION

By:

/s/ Brad J. Pyatt

Name: Brad J. Pyatt

Title: Chief Executive Officer and President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---------------------|--|---------------|
| /s/ Brad J. Pyatt | | March 1, 2013 |
| Brad J. Pyatt | Co-Chairman, Chief Executive Officer, President and Principal Executive Officer | March 1, 2013 |
| /s/ L. Gary Davis | | March 1, 2013 |
| L. Gary Davis | Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer | March 1, 2013 |
| /s/ John H. Blucher | | March 1, 2013 |
| John H. Blucher | Co-Chairman, Executive Vice President and Chief Operating Officer | March 1, 2013 |

*

Donald W. Prosser Director

*

March 1, 2013

Michael J. Doron Director

*

James J. Greenwell Director

March 1, 2013

*By: /s/ Brad J. Pyatt

Brad J. Pyatt, Attorney-in-Fact

EXHIBIT INDEX

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