

MusclePharm Corp  
Form SC 13D/A  
January 03, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

(Amendment No. 6)

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

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450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

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Kane Kessler, P.C.

666 Third Avenue, 23<sup>rd</sup> Floor

New York, New York 10017

(212) 541-6222

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

**December 27, 2017**

(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)

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

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 574,237 (See Item 5)  
SHARED VOTING POWER  
**8**  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
**9**  
574,237 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

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

574,237 (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**

3.9%  
TYPE OF REPORTING PERSON\*  
**14**  
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

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 364,823 (See Item 5)  
SHARED VOTING POWER  
**8**  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
**9**  
364,823 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

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

**12** 364,823 (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** 2.5%  
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. (No IRS Identification No.)  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See

2

Instructions)

(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

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 357,245 (See Item 5)  
SHARED VOTING POWER

**8**

**0** (See Item 5)  
**SOLE DISPOSITIVE POWER**

**9**

**10** 357,245 (See Item 5)  
SHARED DISPOSITIVE POWER

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

**12** 357,245 (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** 2.4%  
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)

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

NUMBER OF 7 SOLE VOTING POWER  
SHARES

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 40,000 (See Item 5)  
SHARED VOTING POWER

**8**

**0** (See Item 5)  
**SOLE DISPOSITIVE POWER**

**9**

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

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

**12** 40,000 (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** 0.3%  
TYPE OF REPORTING PERSON\*  
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 Management, LLC  
13-4018186  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)   
(b)   
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

NUMBER OF 7 SOLE VOTING POWER

SHARES

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 939,060 (See Item 5)  
SHARED VOTING POWER

**8**

**0** (See Item 5)  
**SOLE DISPOSITIVE POWER**

**9**

**939,060** (See Item 5)  
**10 SHARED DISPOSITIVE POWER**

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

**12** 939,060 (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** 6.4%  
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)   
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

NUMBER OF 7 SOLE VOTING POWER

SHARES

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 357,245 (See Item 5)  
SHARED VOTING POWER  
8  
0 (See Item 5)  
SOLE DISPOSITIVE POWER  
9  
357,245 (See Item 5)  
10 SHARED DISPOSITIVE POWER

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

357,245 (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

2.4%  
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

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

2

(a)

(b)

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

NUMBER OF 7 SOLE VOTING POWER  
SHARES

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 0 (See Item 5)  
SHARED VOTING POWER

**8**

**EACH** 1,336,305 (See Item 5)

**REPORTING PERSON** SOLE DISPOSITIVE POWER

**9**

**WITH** 0 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

1,336,305 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
**11** REPORTING PERSON

1,336,305 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
**12** CERTAIN SHARES\*

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

9.1%  
TYPE OF REPORTING PERSON\*  
**14**

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)

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

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)

**OWNED BY** SHARED VOTING POWER  
**EACH** 8  
**REPORTING** 1,336,305 (See Item 5)  
**PERSON** SOLE DISPOSITIVE POWER  
**WITH** 9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 1,336,305 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 1,336,305 (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 9.1%  
TYPE OF REPORTING PERSON\*  
IN

CUSIP No. 627335201

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**Item 1. Security and Issuer.**

This Amendment No. 6 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, Amendment No. 2 filed on September 15, 2016, Amendment No. 3 filed on November 22, 2016, Amendment No. 4 filed on July 10, 2017 and Amendment No. 5 filed on November 1, 2017 (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 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended by adding the following paragraph at the end of Item 3:

On December 27, 2017, Wynnefield Partners and Wynnefield Partners I sold 120,000 and 180,000 shares of Common Stock, respectively, in a private sale at the price \$1.00 per share (the “Sale”).

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) and (c) As of January 3, 2018, the Wynnefield Reporting Persons beneficially owned in the aggregate 1,336,305 shares of Common Stock, constituting approximately 9.1% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting

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Persons is based upon 14,650,554 shares outstanding as of November 1, 2017, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the Securities and Exchange Commission (the "Commission") on November 14, 2017.

The following table sets forth certain information with respect to Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

<u>Name</u>	<u>Number of Common Stock</u>	<u>Percentage of Outstanding Common Stock</u>
Wynnefield Partners I	574,237	3.9%
Wynnefield Partners	364,823	2.5%
Wynnefield Offshore	357,245	2.4%
Plan	40,000	0.3%

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

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WCI is the sole investment manager of Wynnefield Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Offshore beneficially owns. WCI, as the sole investment manager of Wynnefield Offshore, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Offshore beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Wynnefield Profit Plan is an employee profit sharing plan. Mr. Obus and Mr. Landes are co-trustees of the Wynnefield Profit Plan and have the authority to direct the voting and the disposition of the shares of Common Stock that the Wynnefield Profit Plan beneficially owns. Accordingly, Mr. Obus and Mr. Landes may be deemed to be the indirect beneficial owners (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Wynnefield Profit Plan may be deemed to beneficially own.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) in the aggregate 1,336,305 shares of Common Stock, constituting approximately 9.1% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 14,650,554 shares outstanding as of November 1, 2017, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the Commission on November 11, 2017.

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

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On December 27, 2017, Wynnefield Partners and Wynnefield Partners I sold 120,000 and 180,000 shares of Common Stock, respectively, in the Sale. Other than the Sale, the Wynnefield Reporting Persons have not acquired or sold shares of Common Stock during the last 60 days. (d) and (e). Not Applicable.

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**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended by adding the following paragraph at the end of Item 6:

On December 27, 2017, Wynnefield Partners and Wynnefield Partners I sold 120,000 and 180,000 shares of Common Stock, respectively, in the Sale.

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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: January 3, 2018

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

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WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually