

MusclePharm Corp
Form SC 13G/A
February 13, 2015

CUSIP No. 627335201 13G

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(b)
(Amendment No. 1)**

MusclePharm Corporation
(Name of Issuer)

Common Stock, \$.001 par value per share
(Title of Class of Securities)

627335201
(CUSIP Number)

December 31, 2014
(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)

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Phillip Frost, M.D.

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) ..

(b) x Reporting person is affiliated with other persons

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

69,444

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

386,928

7 SOLE DISPOSITIVE POWER

69,444

8 SHARED DISPOSITIVE POWER

386,928

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

456,372*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

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

12 3.48%*
TYPE OF REPORTING
PERSON

IN

*See Item 4 – Ownership.

CUSIP No. 627335201 13G

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Frost Gamma Investments Trust
 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

2
 (a)
 (b) Reporting person is affiliated with other persons

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida
 5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 386,928 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 386,928
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 386,928*
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

0

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

2.95%*
12 TYPE OF REPORTING
PERSON

OO

*See Item 4 – Ownership

ITEM 1. SECURITY AND ISSUER.

(a) **Name of Issuer:**

MusclePharm Corporation

(b) **Address of Issuer:**

4721 Ironton Street, Building A

Denver, Colorado 80239

ITEM 2. IDENTITY AND BACKGROUND.

Item 2(a). **Name of Person Filing:**

This statement is being filed by Phillip Frost, M.D. (the "Reporting Person") and Frost Gamma Investments Trust.

Item 2(b) **Address of Principal Business Office or, if none, Residence:**

Dr. Phillip Frost has a business address at 4400 Biscayne Blvd. Miami, FL 33137.

Frost Gamma Investments Trust has a business address located at 4400 Biscayne Blvd. Miami, FL 33137.

Item 2(c). **Citizenship:**

Dr. Phillip Frost is a United States citizen.

Frost Gamma Investments Trust is organized under the laws of the State of Florida.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share.

Item 2(e). CUSIP Number:

627335201

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

ITEM 4. OWNERSHIP

a) Amount beneficially owned:

Reporting Person	Shares
Dr. Phillip Frost	456,372(1)
Frost Gamma Investments Trust	386,928(1)

(b) Percent of class:

Reporting Person	Percent*
Dr. Phillip Frost	3.48 %
Frost Gamma Investments Trust	2.95 %

*based upon 13,111,792 shares (which includes 2,536,500 issued and unvested shares issued pursuant to restricted stock award agreements) of the Issuer's common stock issued and outstanding as of November 13, 2014.

Number of shares as to which the person has:

I

(i) Sole power to vote or to direct the vote with respect to each Reporting Person

Reporting Person	Shares
Dr. Phillip Frost	69,444
Frost Gamma Investments Trust	0

(ii) Shared power to vote or to direct the vote

Reporting Person	Shares
Dr. Phillip Frost	386,928
Frost Gamma Investments Trust	386,928

(iii) Sole power to dispose or to direct the disposition of with respect to each Reporting Person

Reporting Person	Shares
Dr. Phillip Frost	69,444
Frost Gamma Investments Trust	0

(iv) Shared power to dispose or to direct the disposition of

Reporting Person	Shares
Dr. Phillip Frost	386,928
Frost Gamma Investments Trust	386,928

69,444 of such shares are owned solely by the Reporting Person. 386,928 of such shares are owned by Frost Gamma Investments Trust, of which the Reporting Person is the trustee and Frost Gamma Limited Partnership is (1) the sole and exclusive beneficiary. The Reporting Person is one of two limited partners of Frost Gamma, L. P. The general partner of Frost Gamma, L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. The Reporting Person is also the sole shareholder of Frost-Nevada Corporation.

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. x

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:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

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

SIGNATURES

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 accurate.

February 13, 2015 By: */s/Phillip Frost*
Name: Phillip Frost, M.D.

Frost Gamma Investments
Trust

February 13, 2015 By: */s/ Phillip Frost*
Name: Phillip Frost, M.D.
Title: Trustee

EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.