

FITLIFE BRANDS, INC.
Form 4
October 09, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON JOHN S

(Last) (First) (Middle)

4509 S. 143RD STREET, SUITE 1

(Street)

OMAHA, NE 68137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FITLIFE BRANDS, INC. [BNLBD]

3. Date of Earliest Transaction (Month/Day/Year)

09/27/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Common Stock	09/27/2013		J ⁽¹⁾		35,809 ⁽²⁾	A	(1) 405,766 ⁽²⁾ D
Common Stock	09/27/2013		C ⁽³⁾		8,312 ⁽²⁾	A	(3) 414,078 ⁽²⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Series C Convertible Preferred Stock	(1)	09/27/2013		J(1)	16.7	11/15/2010 (4)	Common Stock	66,800 (2)
Warrant	\$ 3	09/27/2013		C(3)	33,250 (2)	11/15/2010 11/15/2015	Common Stock	33,250 (2)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILSON JOHN S
4509 S. 143RD STREET
SUITE 1
OMAHA, NE 68137

CHIEF EXECUTIVE OFFICER

Signatures

/s/ John Wilson 10/09/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Each share of Series C Convertible Preferred Stock (the "Series C Preferred") is convertible into that number of shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock"), equal to the stated value of the Series C Preferred, divided by \$2.50 per share. Per these terms and pursuant to a reclassification exempt under Rule 16b-7, one-half of the Reporting Person's shares of Series C Preferred, plus all accrued dividends thereon, were converted into shares of the Issuer's Common Stock, and the remaining one-half were redeemed by the Issuer for a cash payment equal to the stated value of the shares of Series C Preferred, plus all accrued dividends thereon.
- (1) Preferred, plus all accrued dividends thereon, were converted into shares of the Issuer's Common Stock, and the remaining one-half were redeemed by the Issuer for a cash payment equal to the stated value of the shares of Series C Preferred, plus all accrued dividends thereon.
 - (2) Shares reported on a post-split basis, following a one-for-ten reverse split of the Issuer's Common Stock on September 30, 2013.
 - (3) The Reporting Person converted the warrants into that number of shares of Common Stock equal to the total number of shares of Common Stock issuable upon exercise of the warrants, divided by four.
 - (4) Shares of Series C Preferred do not expire.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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