

MusclePharm Corp  
Form SC 13G/A  
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934

**(Amendment No. 1)**

MUSCLEPHARM Corp.

(Name of Issuer)

**Common Stock, \$.001 Par Value Per Share**

(Title and 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)

CUSIP No. 627335201 Page 2 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P.

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

NUMBER OF  
SHARES

SOLE  
VOTING  
POWER

BENEFICIALLY 5

OWNED BY 299,953 Shares

EACH

REPORTING  
PERSON

SHARED  
VOTING  
POWER

WITH

6

0

SOLE  
DISPOSITIVE  
POWER

7

299,953 Shares

8 SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

299,953 Shares

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

10

£

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

2.3%

TYPE OF REPORTING  
PERSON

12

PN

2

CUSIP No. 627335201 Page 3 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. I

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

NUMBER OF  
SHARES

SOLE  
VOTING  
POWER

BENEFICIALLY 5

OWNED BY 474,108 Shares

EACH

REPORTING  
PERSON

SHARED  
VOTING  
POWER

WITH

6

0

SOLE  
DISPOSITIVE  
POWER

7

474,108 Shares

8 SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

474,108 Shares

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

10

..

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

3.6%

TYPE OF REPORTING  
PERSON

12

PN

3



CUSIP No. 627335201 Page 4 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

WYNNEFIELD SMALL CAP  
VALUE OFFSHORE FUND,  
LTD.

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Cayman Islands

NUMBER OF            5    SOLE  
SHARES                    VOTING  
                                  POWER

BENEFICIALLY

OWNED BY                    225,939 Shares

EACH  
 REPORTING  
 PERSON  
 WITH

SHARED  
 VOTING  
 POWER

6

0

SOLE  
 DISPOSITIVE  
 POWER

7

225,939 Shares

8 SHARED  
 DISPOSITIVE  
 POWER

0

AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON

9

225,939 Shares

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

10

..

11

PERCENT OF CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW (9)

1.7%

TYPE OF REPORTING  
PERSON

12

CO

4

CUSIP No. 627335201 Page 5 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

WYNNEFIELD CAPITAL,  
INC. PROFIT SHARING  
PLAN

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

NUMBER OF  
SHARES

5 SOLE  
VOTING  
POWER

BENEFICIALLY

OWNED BY

40,000 Shares

EACH  
 REPORTING  
 PERSON  
 WITH

SHARED  
 VOTING  
 POWER

6

0

SOLE  
 DISPOSITIVE  
 POWER

7

40,000 Shares

8 SHARED  
 DISPOSITIVE  
 POWER

0

AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON

9

40,000 Shares

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

10

..

11

PERCENT OF CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW (9)

0.3%

TYPE OF REPORTING  
PERSON

12

EP

5

CUSIP No. 627335201 Page 6 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

New York

NUMBER OF  
SHARES

5 SOLE  
VOTING  
POWER

BENEFICIALLY

OWNED BY  
EACH

774,061 Shares  
(1)

REPORTING

PERSON

WITH

SHARED  
VOTING  
POWER

6

0

SOLE  
DISPOSITIVE  
POWER

7

774,061 Shares  
(1)

8 SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

774,061 Shares (1)

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

10

..

11

PERCENT OF CLASS  
REPRESENTED BY



AMOUNT IN ROW (9)

5.9 % (1)

TYPE OF REPORTING  
PERSON

12

OO

(1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

6

CUSIP No. 627335201 Page 7 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

WYNNEFIELD CAPITAL,  
INC.

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Cayman Islands

NUMBER OF            5    SOLE  
SHARES                    VOTING  
                                  POWER

BENEFICIALLY

OWNED BY            225,939 Shares  
                                  (1)

EACH

REPORTING

PERSON

WITH

SHARED  
VOTING  
POWER

6

0

SOLE  
DISPOSITIVE  
POWER

7

225,939 Shares  
(1)

8

SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

225,939 Shares (1)

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

10

..

11

PERCENT OF CLASS  
REPRESENTED BY

AMOUNT IN ROW (9)

1.7% (1)

TYPE OF REPORTING  
PERSON

12

CO

(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

7

CUSIP No. 627335201 Page 8 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

NELSON OBUS

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

NUMBER OF  
SHARES

SOLE  
VOTING  
POWER

BENEFICIALLY

5

OWNED BY

1,040,000  
Shares (1)

EACH

REPORTING  
PERSON

SHARED  
VOTING  
POWER

WITH

6

0

SOLE  
DISPOSITIVE  
POWER

7

1,040,000  
Shares (1)

8 SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

1,040,000 Shares (1)

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

10

..

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

7.9% (1)

TYPE OF REPORTING  
PERSON IN

12

(1) Mr. Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Small Cap Value Offshore Fund, Ltd. and Wynnefield Capital, Inc. Profit Sharing Plan because he is a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc. (the investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd.), and the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan. The filing of this Statement and any future amendment by Mr. Obus, and the inclusion of information herein and therein with respect to Mr. Obus, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Obus disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

8

CUSIP No. 627335201 Page 9 of 13 Pages

NAMES OF REPORTING  
PERSONS

S.S. OR I.R.S.  
IDENTIFICATION NOS. OF  
ABOVE PERSONS

1

JoSHUA Landes

CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP

2

(a)

(b)  Reporting Person  
is affiliated with other  
persons  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

NUMBER OF  
SHARES

SOLE  
VOTING  
POWER

BENEFICIALLY

5

OWNED BY

1,000,000  
Shares (1)

EACH



REPORTING  
PERSON

SHARED  
VOTING  
POWER

WITH

6

0

SOLE  
DISPOSITIVE  
POWER

7

1,000,000  
Shares (1)

8 SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

1,000,000 Shares (1)

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

10

..

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

7.6% (1)

TYPE OF REPORTING  
PERSON IN

12

(1) Mr. Landes may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I and Wynnefield Small Cap Value Offshore Fund, Ltd. because he is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc. The filing of this Statement and any future amendment by Mr. Landes, and the inclusion of information herein and therein with respect to Mr. Landes, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Landes disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

9

**CUSIP No. 627335201 Page 10 of 13 Pages**

**Name of Issuer:**

**Item 1(a).**

MusclePharm Corp.

**Address of Issuer's Principal Executive Offices:**

**Item 1(b).**

4721 Ironton Street, Building A, Denver, Colorado 80239

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

Wynnefield Partners Small Cap Value, L.P. ("Partners")

Wynnefield Partners Small Cap Value, L.P. I ("Partners I")

Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund")

Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan")

Wynnefield Capital Management, LLC ("WCM")

Wynnefield Capital, Inc. ("WCI")

Nelson Obus

Joshua Landes

**Address of Principal Business Office or, if None, Residence:**

**Item 2(b).**

450 Seventh Avenue, Suite 509, New York, New York 10123

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

Partners and Partners I are Delaware limited partnerships.

The Fund and WCI are Cayman Islands companies.

WCM is a New York limited liability company.

The Plan is a Delaware corporation.

Mr. Obus and Mr. Landes are United States citizens.

CUSIP No. 627335201 Page 11 of 13 Pages

**Title of Class of Securities:**

**Item 2(d).**

Common Stock, \$0.001 Par Value Per Share.

**CUSIP Number:**

**Item 2(e).**

627335201

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or Dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act.
- (d)  Investment Company registered under Section 8 of the Investment Company Act.
- (e)  Investment Adviser registered in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940.

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this Statement is filed pursuant to Rule 13d-1(c), check this box .

11

CUSIP No. 627335201 Page 12 of 13 Pages

**Ownership.**

- (a) Amount beneficially owned: 1,040,000 Shares
- (b) Percent of Class: 7.9% of Common Stock
- (c) Number of Shares as to which the person has:

**Item 4.**

- (i) Sole power to vote or to direct the vote: 1,040,000 Shares
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 1,040,000 Shares
- (iv) Shared Power to dispose or to direct the disposition of: 0

**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. "

**Ownership of More than Five Percent on Behalf of Another Person.**

**Item 6**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not Applicable.

**Identification and Classification of Members of the Group.**

**Item**

**8.**

See Item 2(a)-(c).

**Notice of Dissolution of Group.**

**Item**

**9.**

Not Applicable.

**Certifications.**

**Item**

**10.** 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 of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

12



CUSIP No. 627335201 Page 13 of 13 Pages

SIGNATURE

Date: February 17, 2015 WYNNEFIELD PARTNERS SMALL CAP  
VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus  
Nelson Obus, Managing Member

WYNNEFIELD PARTNERS SMALL CAP  
VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus  
Nelson Obus, Managing Member

WYNNEFIELD SMALL CAP VALUE  
OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT  
SHARING PLAN

By: /s/ Nelson Obus  
Nelson Obus, Portfolio Manager

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

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Nelson Obus, President

/s/ Nelson Obus  
Nelson Obus, Individually

/s/ Joshua Landes  
Joshua Landes, Individually