

MusclePharm Corp  
Form SC 13D/A  
November 01, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

(Amendment No. 5)

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

Edgar Filing: MusclePharm Corp - Form SC 13D/A

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

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Kane Kessler, P.C.

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(212) 541-6222

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

**November 1, 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 13D/APage 2 of 14

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)

(a)

**2**

(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**      **SOLE VOTING POWER**

**SHARES**            **7**

**BENEFICIALLY**    754,237 (See Item 5)

**8 SHARED VOTING POWER**

**OWNED BY**

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

**REPORTING**

**9**

**PERSON**

754,237 (See Item 5)

**WITH** **10** SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

754,237 (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**

4.9%

TYPE OF REPORTING PERSON\*

**14**

PN

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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)

(a)

**2**

(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**      **SOLE VOTING POWER**

**SHARES**            **7**

**BENEFICIALLY**    484,823 (See Item 5)

**8 SHARED VOTING POWER**

**OWNED BY**

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

**REPORTING**

**9**

**PERSON**

484,823 (See Item 5)

**WITH** **10** SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

484,823 (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**

3.2%

TYPE OF REPORTING PERSON\*

**14**

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 Instructions)

(a)

**2**

(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**      **SOLE VOTING POWER**

**SHARES**            **7**

**BENEFICIALLY**    357,245 (See Item 5)

**8 SHARED VOTING POWER**

**OWNED BY**

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

**REPORTING**

**9**

**PERSON**

357,245 (See Item 5)

**WITH** **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**

2.3%

TYPE OF REPORTING PERSON\*

**14**

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)

(a)

**2**

(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**      **SOLE VOTING POWER**

**SHARES**            **7**

**BENEFICIALLY**    40,000 (See Item 5)

**8 SHARED VOTING POWER**

**OWNED BY**

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

**REPORTING**

**9**

**PERSON**

40,000 (See Item 5)

**WITH** **10** SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

40,000 (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**

0.3%

TYPE OF REPORTING PERSON\*

**14**

CO

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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)

(a)

**2**

(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**      **SOLE VOTING POWER**

**SHARES**            **7**

**BENEFICIALLY**    1,239,060 (See Item 5)

**8 SHARED VOTING POWER**

**OWNED BY**

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

**REPORTING**

**9**

**PERSON**

1,239,060 (See Item 5)

**WITH** **10** SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,239,060 (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**

8.1%

TYPE OF REPORTING PERSON\*

**14**

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)

(a)

**2**

(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**      **SOLE VOTING POWER**

**SHARES**            **7**

**BENEFICIALLY**    357,245 (See Item 5)

**8 SHARED VOTING POWER**

**OWNED BY**

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

**REPORTING**

**9**

**PERSON**

357,245 (See Item 5)

**WITH** **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**

2.3%

TYPE OF REPORTING PERSON\*

**14**

CO

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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)

(a)

**2**

(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)

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH** 1,636,305 (See Item 5)  
SOLE DISPOSITIVE POWER

**REPORTING**

**9**

**PERSON**

0 (See Item 5)

**WITH** **10** SHARED DISPOSITIVE POWER

1,636,305 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,636,305 (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**

10.7%

TYPE OF REPORTING PERSON\*

**14**

IN



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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)

(a)

**2**

(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)

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH** 1,636,305 (See Item 5)  
SOLE DISPOSITIVE POWER

**REPORTING**

**9**

**PERSON**

0 (See Item 5)

**WITH** **10** SHARED DISPOSITIVE POWER

1,636,305 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,636,305 (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**

10.7%

TYPE OF REPORTING PERSON\*

**14**

IN

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**Item 1. Security and Issuer.**

This Amendment No. 5 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 and Amendment No. 4 filed on July 10, 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 and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$8,609,747.00 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

**Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

The Wynnefield Reporting Persons are carefully reviewing the publicly disclosed actions of the Special Committee of the Board of Directors of the Issuer relating to the financing of the Issuer. The Wynnefield Reporting Persons hope they will fulfill their fiduciary duties in accordance with Nevada law and thoroughly evaluate all alternative proposals and options for recapitalizing the Issuer's debt and appropriately financing the Issuer to put it on a path toward stability

and growth. The Wynnefield Reporting Persons are currently bound by an agreement with the Issuer containing standstill provisions which, among other things, prevent them from making an alternative proposal with other interested parties to the Issuer's Board of Directors, which has refused to waive such restriction. The standstill agreement also prohibits the Wynnefield Reporting Persons from publically criticizing the Issuer and its Board. The standstill provisions of the agreement expire on December 25, 2017, at which time the Wynnefield Reporting Persons expect to publicly comment further.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

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**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 November 1, 2017, the Wynnefield Reporting Persons beneficially owned in the aggregate 1,631,305 shares of Common Stock, constituting approximately 10.7% 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 15,357,392 shares outstanding as of August 1, 2017, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the Securities and Exchange Commission (the "Commission") on August 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	754,237	4.9%
Wynnefield Partners	484,823	3.2%
Wynnefield Offshore	357,245	2.3%
Plan	40,000	.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.

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.

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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 1,631,305 shares of Common Stock, constituting approximately 10.7% 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 15,357,392 shares outstanding as of August 1, 2017, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the Commission on August 14, 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.

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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**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: November 1, 2017

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