

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## MusclePharm Corp

**Form: 4**

**Date Filed: 2019-01-03**

Corporate Issuer CIK: 1415684

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>WYNNEFIELD PARTNERS SMALL CAP VALUE LP I</b>		2. Issuer Name and Ticker or Trading Symbol <b>MusclePharm Corp [MSLP]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
450 SEVENTH AVENUE, SUITE 509		3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2018</b>			
NEW YORK, NY 10123		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V					Amount	(A) or (D)
Common Stock, par value \$0.001 per share	12/31/2018		P		27,925	A	\$ 0.5713	1,088,304	I	See Footnotes (2), (3), (4)
Common Stock, par value \$0.001 per share								683,001	D	(1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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 of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL INC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
LANDES JOSHUA 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		

**Signatures**

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member		01/03/2019
<i>Signature of Reporting Person</i>		Date
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member		01/03/2019
<i>Signature of Reporting Person</i>		Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. By: /s/ Nelson Obus Nelson Obus, President		01/03/2019
<i>Signature of Reporting Person</i>		Date
WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN By: /s/ Nelson Obus Nelson Obus, Co-Trustee		01/03/2019
<i>Signature of Reporting Person</i>		Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member		01/03/2019
<i>Signature of Reporting Person</i>		Date
WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President		01/03/2019
<i>Signature of Reporting Person</i>		Date
/s/ Nelson Obus Nelson Obus, individually		01/03/2019
<i>Signature of Reporting Person</i>		Date
/s/ Joshua Landes Joshua Landes, individually		01/03/2019
<i>Signature of Reporting Person</i>		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).
- (1) The Reporting Person directly beneficially owns 683,001 shares of common stock, no par value per share ("Common Stock") of MusclePharm Corporation (the "Issuer"), Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of C
- (2) The Reporting Person has an indirect beneficial ownership interest in 497,020 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Wynnefield P's shares of Common Stock that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value
- (3) The Reporting Person has an indirect beneficial ownership interest in 484,284 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices in Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
- (4) The Reporting Person has an indirect beneficial ownership interest in 107,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices in Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

**Remarks:**  
Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be de

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Reporting Owner Name / Address	Relationships			
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WYNNEFIELD CAPITAL INC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
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OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
LANDES JOSHUA 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		

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--Signature of Reporting Person		Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member		01/03/2019
--Signature of Reporting Person		Date
WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President		01/03/2019
--Signature of Reporting Person		Date
/s/ Nelson Obus Nelson Obus, individually		01/03/2019
--Signature of Reporting Person		Date
/s/ Joshua Landes Joshua Landes, individually		01/03/2019
--Signature of Reporting Person		Date

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- (2) The Reporting Person has an indirect beneficial ownership interest in 484,284 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices in New York, NY, directly beneficially owns.
- (3) The Reporting Person has an indirect beneficial ownership interest in 107,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices in New York, NY, directly beneficially owns.
- (4) The Reporting Person has an indirect beneficial ownership interest in 107,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices in New York, NY, directly beneficially owns.

**Remarks:**  
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