

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MusclePharm Corp

Form: 4

Date Filed: 2019-10-01

Corporate Issuer CIK: 1415684

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FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: Estimated average burden hours per response...

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)																		
Name and Address of Reporting Person WYNNEFIELD PARTNERS SMALL CAP VALUE LP I				Issuer Name and Ticker or Trading Symbol MusclePharm Corp [MSLP]							5. F	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last) (First) (Middle) 450 SEVENTH AVENUE, SUITE 509				3. Date of Earliest Transaction (Month/Day/Year) 09/27/2019								Officer (give title below)	Other (specif	y below)				
(Street) NEW YORK, NY 10123				4. If Amendment, Date Original FiledMonth/Day/Year)								8	6. Individual or Joint/Group FillingCheck Applicable Line) _Form filed by Dee Reporting Person Z. Form filed by Unter than Oirs Reporting Person					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
			2. Transacti (Month/Day	Year) Da	. Deemed Execute, if any onth/Day/Year)	3. Transactio (Instr. 8)			Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)				of 5. Amount of Securities Beneficially Owned Following Reported Transaction((Instr. 3 and 4)			Ownership Form:	Beneficial	
					Code		٧	Amount	nount (A) or (D) Price		Price	ie e			Direct (D) or Indirect (I) (Instr. 4)			
Common Stock, par value \$0.0	01 per share		09/27/201)19		Р			2,444	Α	\$ 0.	53	737,626			D (1)		
Common Stock, par value \$0.001 per share			09/27/201	019		Р			2,556	56 A \$ 0.53		53	1,198,679			ı	See Footnotes (2) (3) (4)	
Reminder: Report on a separate line for	r each class of securitie	s beneficially owned dire	ctly 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)									
				Та		ve Securities Acques, calls, warrants,					ned							
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execut Date, if any (Month/Day/Year)	ution 4. Transaction Code 5. No (Instr. 8) Acqu		5. Number of Deri Acquired (A) or Di (Instr. 3, 4, and 5)	vative Secu	urities	6. Date Expiral	Date Exercisable and			(Instr. 3 and 4) Derivative Deri		Number of Derivative Securities	Ownershi Form of	11. Nature p of Indirect Beneficial	
				Cod	le V	(A)		(D)	Date Exercis		Expiration Date	Title	Amount or Number of Shares	(Instr. 5) Beneficially Owned Following Reported Transaction((Instr. 4)		Derivative Security: Direct (D) or Indirect s) (I) (Instr. 4)	(Instr. 4)	

Reporting Owners

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

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, By: /s/ Nelson Obus, Managing Member		10/01/2019					
Gignature of Reporting Person							
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, By: /s/ Nelson Obus, Managing Member							
—Signature of Reporting Person		Date					
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., By: /s/ Nelson Obus, President		10/01/2019					
—Signature of Reporting Person		Date					
WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, By: /s/ Nelson Obus, Co-Trustee		10/01/2019					
—Signature of Reporting Person		Date					
WYNNEFIELD CAPITAL MANAGEMENT, LLC, By: /s/ Nelson Obus, Managing Member							
Signature of Reporting Person		Date					
WYNNEFIELD CAPITAL, INC., By: /s/ Nelson Obus, President		10/01/2019					
—Signature of Reporting Person		Date					
/s/ Nelson Obus, individually		10/01/2019					
—Signature of Reporting Person		Date					
/s/ Joshua Landes, individually		10/01/2019					
—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 Volations. See 18 U.S.C. 1001 and 15 U.S.C. 76fl(a).

 (1) The Reporting Person directly beneficially owns 737,626 shares of common stock, no par value per share ("Common stock that 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 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 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 Partners Small Cap Value (Partners Small Cap Value). The Partners of a middred beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value (Partners Cap Value). Offstore Fund, Ltd., sime members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value (Partner Small Cap Value). The Paporting 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, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exch

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

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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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

may continue. See instruction 1(b)																		
		Filed purs	uant to Section	16(a) of the	Securities Excl	hange	e Act of 1934 or S	Section	30(h) of th	e Investr	ment Com	npany A	act of 1940					
(Print or Type Responses)																		
 Name and Address of Reporting Per 						cker or Trading Symbol							Relationship of Reporting Person(s) to Issuer					
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I					narm Corp [MSLI								(Check all applicable) Director X 10% Owner					
(Last) (First) (Middle) 450 SEVENTH AVENUE, SUITE 509				3. Date of Earliest Transaction (Month/Day/Year)									Officer (give title below)	Other (specify b	below)			
(Street)				09/27/2019 4. If Amendment, Date Original FiledMonth/Day/Yeari														
	(Street)			4. If Amendr	nent, Date Original I	Filedwa	onth/Day/Year)					F	dividual or Joint/Group Filing(Check Applicable Line) orm filed by One Reporting Person					
NEW YORK, NY 10123												_X_F	orm filed by More than One Reporting Person					
(City)	(State)		(Zip)					Ta	ble I - Non-De	erivative S	Securities A	cquired,	Disposed of, or Beneficially Owned					
1.Title of Security			2. Transa		2A. Deemed Execu	ution	3. Transaction Code		4. Securities	Acquired ((A) or Dispo	sed of 5	. Amount of Securities Beneficially Owned Follo	wing Reported Tra	ansaction(s)	6.	7. Nature of	
(Instr. 3)			(Month/Da	ay/Year)			(Instr. 8) (D)						(Instr. 3 and 4)				Indirect	
					(Month/Day/Year)			_	(Instr. 3, 4 ar	10 5)							Beneficial Ownership	
							l									or Indirect		
							0-4-			(A) or (I	(0)	rice				(1)	i	
						_	Code	- v	Amount	(A) or (I						(Instr. 4)		
Common Stock, par value \$0.0	01 per share		09/27/2)19			Р	_	2,444	А	\$ 0.5	3 /	37,626			D (1)		
							1 _										See	
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							<u> </u>		1								121 (0) (4)	
Reminder: Report on a separate line for	or each class of securitie	es beneficially owned dir	ectly or indirectly.															
													contained in this form are not required to res	pond unless the f	form	SEC	1474 (9-02)	
							displ	ays a cu	urrently valid	OMB conti	trol number							
					Table II - Derivati	ive Sec	curities Acquired, Di	isposed	of, or Benefic	cially Own	ned							
							lls, warrants, options											
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of	 Transaction Date (Month/Day/Year) 	3A. Deemed Exec Date, if any	cution 4. Trans (Instr. 8	saction Code		umber of Derivative So uired (A) or Disposed			e Exercisab tion Date	ble and	7. Title (Instr. 3	and Amount of Underlying Securities		Number of Derivative		11. Nature ip of Indirect	
(Instr. 3)	Derivative Security	(MOHIII/Day/Teal)	(Month/Day/Year)		")		r. 3. 4. and 5)	01 (D)		n/Dav/Year)	0	(IIISU. 3	anu +)		Securities	Form of	Beneficial	
							.,,,					1			Beneficially	Derivative		
															Owned Following	Security: Direct (D)	(Instr. 4)	
									Date Exercis		Expiration Date	Title	Amount or Number of Shares		Reported	or Indirect		
														-	Transaction(s			
	All controls and the second	/			Code V		(A)	(D)							(Instr. 4)	(Instr. 4)		

Reporting Owners

Barratina Carran Nama (Addasa	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
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Signature of Reporting Person		Date					
WYNNEFIELD CAPITAL, INC., By: /s/ Nelson Obus, President		10/01/2019					
—Signature of Reporting Person		Date					
/s/ Nelson Obus, individually		10/01/2019					
—Signature of Reporting Person		Date					
/s/ Joshua Landes, individually		10/01/2019					
—Signature of Reporting Person		Date					

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