

### **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

## **MusclePharm Corp**

Form: SC 13D/A

Date Filed: 2019-10-07

Corporate Issuer CIK: 1415684

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

### **MusclePharm Corporation**

(Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

627335201 (CUSIP Number)

Todd M. Enright
White Winston Select Asset Fund Series Fund MP-18, LLC
265 Franklin St., Suite 1702
Boston, MA 02110
801-938-7540

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

September 30, 2019 (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 that 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.

**Note**: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	White Winston Select Asset Fund Series Fund MP-18, LLC						
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)						
	(a) ⊠ (b	) <sup>□</sup>					
3.	SEC USE O	NLY					
4.	SOURCE OF	FUN	IDS (see instructions)				
	WC						
5.	CHECK BOX	( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHI	P OR	PLACE OF ORGANIZATION				
	D. I.						
	Delaware	7.	SOLE VOTING POWER				
		٧.	SOLE VOTING FOWER				
			3,658,180				
	NUMBER OF SHARES		SHARED VOTING POWER				
BENEFICIALLY							
OWNED BY			0				
R	EACH EPORTING	9.	SOLE DISPOSITIVE POWER				
	PERSON		3,658,180				
	WITH	10.	SHARED DISPOSITIVE POWER				
		10.	SINULED BIOL GOTTVET GIVEN				
			0				
11.	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	0.050.400						
12.	3,658,180	/ IE TI	HE ACCRECATE AMOUNT IN DOW (11) EVOLUDES CERTAIN SHARES (ago instructions)				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)						
13.	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	11.32%	-00-	TINO DEPOSIT ( , i , i , i , i )				
14.	TYPE OF RE	-POR	TING PERSON (see instructions)				
	00		00				

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Amerop Holdings, Inc.					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(a) ⊠ (b) □					
3.	SEC USE O	NLY				
4.	SOURCE OF	FUNDS (see instructions)				
	WC					
5.	CHECK BOX	(IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	☐ CITIZENSHI	P OR PLACE OF ORGANIZATION				
	Delaware					
		7. SOLE VOTING POWER				
NUMBER OF		0				
SHARES		8. SHARED VOTING POWER				
BENEFICIALLY OWNED BY						
EACH		9. SOLE DISPOSITIVE POWER				
	EPORTING PERSON					
	WITH	10. SHARED DISPOSITIVE POWER				
		TO. OTHER BIOLOGITIVE LOWER				
		1,463,839*				
11.	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,463,839*					
12.	CHECK BOX	( IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13.		F CLASS REPRESENTED BY AMOUNT IN ROW (11)				
1.1	4.55%*	PORTING REDCON (aga instructions)				
14.	I TE OF KE	PORTING PERSON (see instructions)				
	CO					

<sup>\*</sup> Beneficial ownership attributable to Reporting Person's interest in Series A of White Winston Select Asset Fund Series Fund MP-18, LLC

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Leonard P. Wessell III					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(a) ⊠ (b) □					
3.	SEC USE OI	NLY				
4.	SOURCE OF FUNDS (see instructions)					
	PF					
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
	CITIZENCIII	P OR PLACE OF ORGANIZATION				
6.	CITIZENSHI	P OR PLACE OF ORGANIZATION				
	United States	S				
		7. SOLE VOTING POWER				
		0				
NUMBER OF SHARES		8. SHARED VOTING POWER				
BENEFICIALLY OWNED BY EACH						
		9. SOLE DISPOSITIVE POWER				
R	EPORTING	3. Sole dispositive rower				
	PERSON WITH	0				
	VVIII	10. SHARED DISPOSITIVE POWER				
		1,463,839				
11.	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1 100 000					
12.	1,463,839 CHECK BOX	( IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
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13.	PERCENT C	F CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	4.55%					
14.	TYPE OF RE	PORTING PERSON (see instructions)				
	INI					

<sup>\*</sup> Beneficial ownership attributable to Reporting Person's interest in Series A of White Winston Select Asset Fund Series Fund MP-18, LLC

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	White Winston Select Asset Funds, LLC					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(a) ⊠ (b	) 🗆				
3.	SEC USE O	VLY				
4.	SOURCE OF	FUN	DS (see instructions)			
	WC					
5.	CHECK BOX	(IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Delaware					
		7.	SOLE VOTING POWER			
N	UMBER OF		0			
SHARES		8.	SHARED VOTING POWER			
BENEFICIALLY			0.050.400			
OWNED BY			3,658,180			
_ p	EACH EPORTING	9.	SOLE DISPOSITIVE POWER			
	PERSON					
	WITH	40	0			
		10.	SHARED DISPOSITIVE POWER			
			3,658,180			
11.	ACCRECAT		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11.	AGGNEGAT	E AIVI	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2 659 190					
12.	3,658,180  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
12.	OFFICIAL DOVIDE THE ACCUSTANTE ANNOUNT IN HOW (11) EVOLUDES CENTAIN SHARES (388 INSTRUCTIONS)					
13.		)F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
10.	i Litoliti e	,, OL.	to the theory and the transfer in the transfer			
	11.32%					
14.		POR	TING PERSON (see instructions)			
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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Todd M. Enright						
2.	CHECK THE	APP	ROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)				
	(a) ⊠ (b	) <sup>□</sup>					
3.	SEC USE O	NLY					
4.	SOURCE OF	FUN	DS (see instructions)				
	00						
5.	CHECK BOX	( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSHI	P OR	PLACE OF ORGANIZATION				
	New Hampsl						
		7.	SOLE VOTING POWER				
N	UMBER OF	8.	0				
	SHARES		SHARED VOTING POWER				
BENEFICIALLY			0.050.400				
OWNED BY		9.	3,658,180  SOLE DISPOSITIVE POWER				
R	EACH REPORTING PERSON		SOLE DISPOSITIVE POWER				
			0				
	WITH	10.	SHARED DISPOSITIVE POWER				
		10.	SHARLED BIOLOGITIVE LOWER				
			3,658,180				
11.	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,658,180						
12.							
13.	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	11.32%						
14.	TYPE OF RE	POR	TING PERSON (see instructions)				
	IN	IN					

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Mark Blundell					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(a) ⊠ (b) □					
3.	SEC USE O	NII V				
3.	SEC USE O	NLY				
4.	SOURCE OF	FUN	IDS (see instructions)			
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5.	OO CHECK BOX	/ IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
5.	CHECK BO/	( IF D	ISOLOSONE OF LEGAL PROCEEDINGS IS REQUIRED PORSOANT TO ITEMS 2(0) OF 2(e)			
6.	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Utah					
7. SOLE VOTING POWER						
			0			
N	UMBER OF	8.	SHARED VOTING POWER			
SHARES BENEFICIALLY		0.	STATES VOTINGTOWER			
	OWNED BY		3,658,180			
	EACH	9.	SOLE DISPOSITIVE POWER			
R	EPORTING PERSON					
	WITH		0			
		10.	SHARED DISPOSITIVE POWER			
			3,658,180			
11.	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	3,658,180					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	11.32%					
14.	TYPE OF RE	EPOR	TING PERSON (see instructions)			
	IN					
	IIN					

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Donald Feagan					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(a) ⊠ (b) □					
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3.	SEC USE O	NLY				
4.	SOURCE OF	FUN	DS (see instructions)			
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5.		/ IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
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6.	CITIZENSHI	P OR	PLACE OF ORGANIZATION			
	Utah					
	7. SOLE VOTING POWER					
NUMBER OF SHARES BENEFICIALLY OWNED BY			0			
		8.	SHARED VOTING POWER			
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			3,658,180			
	EACH	9.	SOLE DISPOSITIVE POWER			
R	EPORTING PERSON					
	WITH	10.	0 SHARED DISPOSITIVE POWER			
		10.	SHARED DISPOSITIVE POWER			
			3,658,180			
11.	AGGREGAT	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
40	3,658,180					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.		F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
			• •			
	11.32%					
14.	TYPE OF RE	EPOR	TING PERSON (see instructions)			
	INI					
	IN					

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Robert Mahoney					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
	(a) ⊠ (b) □					
	050 1105 01					
3.	SEC USE O	NLY				
4.	SOURCE OF	FUN	DS (see instructions)			
_	00	, IE D	NOOLOGUIDE OE LEGAL PROOFFERINGS IS REQUIRED BUIDGUANT TO ITEMS (//)			
5.	CHECK BOX	( IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.		P OR	PLACE OF ORGANIZATION			
	CT					
		7.	SOLE VOTING POWER			
N	UMBER OF		0			
SHARES		8.	SHARED VOTING POWER			
BENEFICIALLY OWNED BY			3,658,180			
EACH REPORTING		9.	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	10.	SHARED DISPOSITIVE POWER			
44	ACCRECAT		3,658,180			
11.	AGGREGAT	E AIVI	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,658,180					
12.						
	(33 33 33 33 34 35 35 35 35 35 35 35 35 35 35 35 35 35					
13.	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
4.4	11.32%	-005	TINO DEDOON ( in-two-ti-ma)			
14.	I YPE OF RE	FPUR	TING PERSON (see instructions)			
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### **EXPLANATORY NOTE**

This statement amends the Schedule 13D originally filed on June 29, 2018, as amended by Amendment No. 1 filed on August 24, 2018 and by Amendment No. 2 filed on August 5, 2019. Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. All items not supplemented in this Amendment remain unchanged from the Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment shall have the same meaning herein as are ascribed to such terms in the Schedule 13D.

#### Item 5. Interest in Securities of the Issuer.

The Amerop Reporting Persons may be deemed to beneficially own, in the aggregate 1,463,839 shares of Common Stock (including options to purchase Shares), which would represent approximately 4.55% of the Issuer's outstanding Common Stock based upon the following: 15,314,667 shares of the Issuer's Common Stock stated to be outstanding as of November 1, 2018, in the Issuer's Form 10-Q filling with the Securities and Exchange Commission on November 14, 2018, plus the 238,095 shares of the Issuer's Common Stock stated to be issued to William John Bush on July 1, 2019, in a filling on Form 4 on September 16, 2019, plus 357,143 shares of the Issuer's Common Stock stated to be issued to John J. Desmond on July 1, 2019, in a filling on Form 4 on September 16, 2019, plus 16,297,329 shares of the Issuer's Common Stock the Issuer stated it had instructed its transfer agent to issue to Ryan Charles Drexler on September 16, 2019, in a filling on Form 8-K on September 18, 2019.

The White Winston Reporting Persons may be deemed to beneficially own, in the aggregate 3,658,180 shares of Common Stock (including options to purchase Shares), which would represent approximately 11.32% of the Issuer's outstanding Common Stock based upon the following: 15,314,667 shares of the Issuer's Common Stock stated to be outstanding as of November 1, 2018, in the Issuer's Form 10-Q filing with the Securities and Exchange Commission on November 14, 2018, plus the 238,095 shares of the Issuer's Common Stock stated to be issued to William John Bush on July 1, 2019, in a filing on Form 4 on September 16, 2019, plus 357,143 shares of the Issuer's Common Stock stated to be issued to John J. Desmond on July 1, 2019, in a filing on Form 4 on September 16, 2019, plus 16,297,329 shares of the Issuer's Common Stock the Issuer stated it had instructed its transfer agent to issue to Ryan Charles Drexler on September 16, 2019, in a filing on Form 8-K on September 18, 2019.

The Manager, Amerop, and the Partners disclaim beneficial ownership of the Shares for all other purposes. Each of the Amerop Reporting Persons disclaims beneficial ownership of Shares reported herein as beneficially owned by the White Winston Reporting Persons.

The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

Name of Reporting Person	Date of Transaction	Purchase or Sale	Amount of Securities	Price Per Share
White Winston Select Asset Funds Series Fund MP-18, LLC	09/27/19	Purchase	103,677 of the Issuer's Common Stock	N/A (1)
White Winston Select Asset Funds Series Fund MP-18, LLC	09/30/19	Purchase	626,826 of the Issuer's Common Stock	N/A (2)

- (1) The shares were acquired by the Fund pursuant to a letter agreement by and between the Fund and Option Opportunities Corp., dated September 27, 2019 (the "Options Opportunity Agreement"), and in consideration for membership interests in Series D of the Fund. The Common Stock was valued at \$1.00 per share for the purpose of determining the amount of membership interest issued.
- (2) The shares were purchased by the Fund in an off-market transaction pursuant to a Share Transfer Agreement by and among the Fund, the Manager and Calm Waters Partnership, dated as of September 30, 2019 (the "Share Transfer Agreement"). For purposes of the transaction, the value of the Common Stock was deemed to be \$0.45 per share, the last reported sale price of the Common Stock on the date of the transaction.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Concurrent with the consummation of the purchase of the Issuer's Common Stock pursuant to the Options Opportunity Agreement, the transfeor became a party to the Fund's Limited Liability Company Agreement and entered into a Separate Series Agreement (Series D).

The Share Transfer Agreement places certain conditions on subsequent transfer of the acquired shares by the Fund.

Except as otherwise described in Item 5 or Item 6, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WHITE WINSTON SELECT ASSET FUND SERIES FUND MP-18, LLC

By: White Winston Select Asset Funds, LLC Title: Manager

By: /s/ Todd M. Enright

Todd M. Enright Partner

October 7, 2019

AMEROP HOLDINGS, INC.

By: /s/ Leonard Wessell

Leonard Wessell President

October 7, 2019

WHITE WINSTON SELECT ASSET FUNDS, LLC

By: /s/ Todd M. Enright

Todd M. Enright Partner

October 7, 2019

Leonard P. Wessell III

/s/ Leonard P. Wessell III

October 7, 2019

Todd M. Enright

/s/ Todd M. Enright

October 7, 2019

Mark Blundell

/s/ Mark Blundell

October 7, 2019

Donald Feagan
/s/ Donald Feagan
October 7, 2019

Robert Mahoney
/s/ Robert Mahoney
October 7, 2019