

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MusclePharm Corp

Form: SC 13D/A

Date Filed: 2019-10-07

Corporate Issuer CIK: 1415684

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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
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) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 3,658,180	
	8.	SHARED VOTING POWER 0	
	9.	SOLE DISPOSITIVE POWER 3,658,180	
	10.	SHARED DISPOSITIVE POWER 0	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,658,180		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.32%		
14.	TYPE OF REPORTING PERSON (see instructions) OO		

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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
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) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0	
	8.	SHARED VOTING POWER 0	
	9.	SOLE DISPOSITIVE POWER 0	
	10.	SHARED DISPOSITIVE POWER 1,463,839*	
11.	AGGREGATE 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) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.55%*		
14.	TYPE OF REPORTING PERSON (see instructions) CO		

* 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
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) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 1,463,839
11.	AGGREGATE 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) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.55%	
14.	TYPE OF REPORTING PERSON (see instructions) IN	

* 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
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) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 3,658,180
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 3,658,180
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,658,180	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.32%	
14.	TYPE OF REPORTING PERSON (see instructions) OO	

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Todd M. Enright	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION New Hampshire	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 3,658,180
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 3,658,180
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,658,180	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.32%	
14.	TYPE OF REPORTING PERSON (see instructions) 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) OO		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Utah		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0	
	8.	SHARED VOTING POWER 3,658,180	
	9.	SOLE DISPOSITIVE POWER 0	
	10.	SHARED DISPOSITIVE POWER 3,658,180	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,658,180		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.32%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) OO		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Utah		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0	
	8.	SHARED VOTING POWER 3,658,180	
	9.	SOLE DISPOSITIVE POWER 0	
	10.	SHARED DISPOSITIVE POWER 3,658,180	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,658,180		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.32%		
14.	TYPE OF REPORTING PERSON (see instructions) 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) OO		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION CT		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0	
	8.	SHARED VOTING POWER 3,658,180	
	9.	SOLE DISPOSITIVE POWER 0	
	10.	SHARED DISPOSITIVE POWER 3,658,180	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,658,180		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.32%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

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 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 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 transferee 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