

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MusclePharm Corp

Form: 8-K

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

April 30, 2019

Date of report (date of earliest event reported)

MusclePharm Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdictions of
incorporation or organization)

000-53166
(Commission
File Number)

77-0664193
(I.R.S. Employer
Identification Nos.)

4400 Vanowen Street
Burbank, CA 91505

(Address of principal executive offices) (Zip Code)

(303) 396-6100

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of Chief Operating Officer

On April 30, 2019, MusclePharm Corporation (the "Company") issued a press release announcing that, on April 10, 2019, it appointed Alberto Andrade as the Company's Chief Operating Officer beginning on April 30, 2019. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Mr. Andrade, age 49, joins MusclePharm from Juanita's Foods, the market leader in Mexican canned foods where he was CFO and Vice President of Strategic Sourcing from June 2018 to January 2019. In this role, he successfully led numerous business improvement initiatives resulting in multi-million-dollar savings and operating efficiencies. Mr. Andrade has held various corporate leadership positions with General Electric, Spectrum Brands, Home Depot and Anderson Seafoods. Mr. Andrade earned his B.S. in Accounting/Taxation from Universidad Intercontinental (UIC) and his MBA from Tecnológico de Monterrey (ITESM).

Mr. Andrade does not have a family relationship with any director or executive officer of the Company or person nominated or chosen by the Company to become a director or executive officer, and there are no arrangements or understandings between Mr. Andrade and any other person pursuant to which Mr. Andrade was selected to serve as Chief Operating Officer of the Company. There have been no transactions involving Mr. Andrade that would require disclosure under Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended, or the Exchange Act. In connection with his appointment, it is expected that Mr. Andrade will enter into the Company's standard form of indemnification agreement, the form of which has been filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 27, 2012.

Employment Agreement and Other Compensatory Arrangements

On April 10, 2019, the Company entered into an offer letter agreement with Mr. Andrade (the "Offer Letter"). Pursuant to the Offer Letter, Mr. Andrade will report to Ryan Drexler, the Company's Chief Executive Officer and Executive Chairman of the Company's Board of Directors. The Offer Letter does not provide for a specified term of employment, and Mr. Andrade's employment will be on an at-will basis and may be terminated by Mr. Andrade or by the Company at any time, with or without cause. Mr. Andrade will receive an annual base salary of \$350,000 and will be part of the Company's bonus program with a yearly bonus potential of \$245,000 based on the achievement of mutually agreeable objectives to be determined by Mr. Andrade and his supervisor. Additionally, Mr. Andrade will receive (i) a \$30,000 one-time signing bonus, (ii) an extended stay housing allowance of up to \$2,000 per month for a period of six months, (iii) a car allowance of \$500 per month, (iv) reimbursement for all eligible business travel expenses and (v) if Mr. Andrade is terminated without good cause for the benefit of the Company, a severance package dependent on the length of employment at the time of termination, as described in the Offer Letter. Mr. Andrade will also be eligible to participate in the Company's standard benefits package, including a 401(k) retirement account and health, dental, vision and life and disability insurance.

The foregoing description of the terms of the Offer Letter does not purport to be a complete description and is qualified in its entirety by reference to the Offer Letter, which is attached hereto as Exhibit 10.1 and is incorporated by reference in its entirety into this Item 5.02.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter, dated as of April 10, 2019 entered into between the Company and Alberto Andrade.
99.1	Press Release dated April 30, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MUSCLEPHARM CORPORATION

By: s/ Ryan Drexler

Name: Ryan Drexler

Title: Chief Executive Officer

Date: [●], 2019

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter, dated as of April 10, 2019 entered into between the Company and Alberto Andrade.
99.1	Press Release dated April 30, 2019.



April 10, 2019

Alberto Andrade
26 Malibu
Irvine, CA 92602

Dear Alberto,

We are pleased to offer you the position of Chief Operating Officer. Your starting annual base compensation will be \$350,000 which will be paid to you through payroll on a semi-monthly basis one pay period in arrears. You will also be eligible to participate in MusclePharm's Discretionary Bonus Program and are eligible for an annual bonus up to Two Hundred Forty-Five Thousand Dollars (\$245,000). Bonus payments on MusclePharm's Discretionary Bonus Program are paid quarterly up to Sixty-One Thousand Two Hundred Fifty Dollars (\$61,250) per quarter and dependent upon the Company's financial and mutually agreed upon personal KPI goals being met. In this position, you will report into the Company's CEO.

You will also be eligible to participate in the following MusclePharm benefits:

Benefits: Standard MusclePharm provided benefits for full-time employees, currently include the following:

- 401(k) retirement account after Six Months of employment with up to a 4% company match, MusclePharm enrolls eligible employees on a monthly basis
- Health, Dental, Vision and Life & Disability Insurance (1st of the month following start date)
- Three days of sick leave
- After ninety days you will accrue up to three (3) weeks of paid vacation per year
- US holidays recognized by MusclePharm are effective immediately

Contingent upon execution of this offer, you will also be eligible for the following benefits:

- A one-time Signing Bonus of \$30,000, to be paid through payroll evenly over the first two full pay periods after your first day of employment (i.e. start date of 4/25/2019, \$15,000 on 5/15/2019 and \$15,000 on 5/30/2019). If you voluntarily exit the Company within the first twelve (12) months of your employment, you will be responsible for paying back the full amount of \$30,000 immediately upon termination.
- Extended Stay Housing Allowance for six months – maximum \$2,000 per month
- Car Allowance, paid through payroll \$500 per month
- Reimbursement for all eligible business travel related expenses





- The Company will guarantee the following payments as described if terminated without good cause for the benefit of the Company, upon the successful execution of the Company's Standard Release and Separation Agreement:
 - If terminated after six (6) months of employment, you will receive four (4) months of your full salary.
 - If terminated after twelve (12) months of employment, you will receive six (6) months of your full salary.
 - If terminated after twenty-four (24) months of employment, you will receive twelve (12) months of your full salary.
 - If terminated in the event of change in control of the Company, you will receive twelve (12) months of your full salary.

Your employment with MusclePharm is on an **"At Will"** basis and, thus, either you or MusclePharm may terminate the employment relationship at any time, with or without cause. Additionally, this offer letter does not constitute a contract of employment, and any or all of the benefits listed above may be changed from time to time, at the sole discretion of MusclePharm.

We are pleased to welcome you to MusclePharm and we look forward to accomplishing great success together. Please sign below to accept this offer and plan to report to work on April 30, 2019.

Sincerely,

/s/ Gloria Medel

Gloria Medel
Accounting Manager / Human Resources Manager
gloria.medel@musclepharm.com
818.899.9952

Acceptance of Job Offer:

/s/ Alberto Andrade

Print Name: Alberto Andrade

Date: 04/10/19





MusclePharm Hires Former General Electric Veteran to Head Operations

Strengthens Executive Leadership Team with Appointment of Alberto Andrade as Chief Operating Officer

Burbank, CA – (April 30, 2019) - MusclePharm® Corporation (OTCQB: MSLP) (“MusclePharm” or the “Company”), a scientifically driven, performance-lifestyle sports nutrition company, today announced that it has finalized the C-Level search for a Chief Operating Officer with the appointment of Alberto Andrade.

Mr. Andrade joins MusclePharm from Juanita’s Foods, the market leader in Mexican canned foods where he was CFO and Vice President of Strategic Sourcing. In this role, he successfully led numerous business improvement initiatives resulting in multi-million-dollar savings and operating efficiencies. Mr. Andrade has held various corporate leadership positions with General Electric, Spectrum Brands, Home Depot and Anderson Seafoods.

Mr. Andrade brings with him the Fortune 50 sophistication, with the practical hands-on leadership of smaller company environments supported with an MBA (Finance), CPA, Certified Six Sigma Green Belt and ISO-9000 certification.

“After an extensive executive search process, I couldn’t be more pleased with the appointment of Alberto as Chief Operating Officer,” said Ryan Drexler, Chairman, CEO and President of MusclePharm. “With Alberto’s 20+ years of strategic process implementation, business optimization and cost efficiency expertise, his addition will contribute significantly as MusclePharm continues to position itself for sustainable and profitable growth.”

About MusclePharm

MusclePharm® is an award-winning, worldwide leading sports nutrition & lifestyle company offering branded nutritional supplements. Its portfolio of recognized properties include the MusclePharm® Sport Series, Essentials Series, and recently-launched Natural Series, as well as FitMiss™. MusclePharm® products are available in more than 100 countries globally, helping athletes everywhere achieve goals related to strength, lean muscle growth, endurance, weight-loss, rapid recovery, athletic performance and general wellness. For more information, visit www.musclepharm.com.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. Statements that are not a description of historical facts constitute forward-looking statements and may often, but not always, be identified by the use of such words as “expects,” “anticipates,” “intends,” “estimates,” “plans,” “potential,” “possible,” “probable,” “believes,” “seeks,” “may,” “will,” “should,” “could” or the negative of such terms or other similar expressions. Actual results may differ materially from those set forth in this release due to the risks and uncertainties inherent in the Company’s business. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, the Company’s Quarterly Reports on Form 10-Q and other filings submitted by the Company to the Securities and Exchange Commission, copies of which may be obtained from the SEC’s website at www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and the Company undertakes no obligation to revise or update this release to reflect events or circumstances after the date hereof.
