

MusclePharm Corp
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

MUSCLEPHARM Corp.

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title and Class of Securities)

627335201

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 627335201 Page 2 of 13 Pages

NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES

SOLE
VOTING
POWER

BENEFICIALLY 5

OWNED BY 299,953 Shares

EACH

REPORTING
PERSON

SHARED
VOTING
POWER

WITH

6

0

SOLE
DISPOSITIVE
POWER

7

299,953 Shares

8 SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

299,953 Shares

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

£

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

2.3%

TYPE OF REPORTING
PERSON

12

PN

2

CUSIP No. 627335201 Page 3 of 13 Pages

NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P. I

CHECK THE
APPROPRIATE BOX
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GROUP

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is affiliated with other
persons
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3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES

SOLE
VOTING
POWER

BENEFICIALLY 5

OWNED BY 474,108 Shares

EACH

REPORTING
PERSON

SHARED
VOTING
POWER

WITH

6

0

SOLE
DISPOSITIVE
POWER

7

474,108 Shares

8 SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

474,108 Shares

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

..

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

3.6%

TYPE OF REPORTING
PERSON

12

PN

3

CUSIP No. 627335201 Page 4 of 13 Pages

NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD SMALL CAP
VALUE OFFSHORE FUND,
LTD.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

NUMBER OF 5 SOLE
SHARES VOTING
 POWER

BENEFICIALLY

OWNED BY 225,939 Shares

EACH
 REPORTING
 PERSON
 WITH

SHARED
 VOTING
 POWER

6

0

SOLE
 DISPOSITIVE
 POWER

7

225,939 Shares

8 SHARED
 DISPOSITIVE
 POWER

0

AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON

9

225,939 Shares

CHECK BOX IF THE
 AGGREGATE
 AMOUNT IN ROW
 (9) EXCLUDES
 CERTAIN SHARES

10

..

11

PERCENT OF CLASS
 REPRESENTED BY
 AMOUNT IN ROW (9)

1.7%

TYPE OF REPORTING
PERSON

12

CO

4

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NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD CAPITAL,
INC. PROFIT SHARING
PLAN

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES

5 SOLE
VOTING
POWER

BENEFICIALLY

OWNED BY 40,000 Shares

EACH
REPORTING
PERSON
WITH

SHARED
VOTING
POWER

6

0

SOLE
DISPOSITIVE
POWER

7

40,000 Shares

8 SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

40,000 Shares

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

..

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

0.3%

TYPE OF REPORTING
PERSON

12

EP

5

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NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD CAPITAL
MANAGEMENT, LLC

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

New York

NUMBER OF 5 SOLE
SHARES VOTING
 POWER

BENEFICIALLY

OWNED BY 774,061 Shares
 (1)

EACH

REPORTING

PERSON

WITH

SHARED
VOTING
POWER

6

0

SOLE
DISPOSITIVE
POWER

7

774,061 Shares
(1)

8

SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

774,061 Shares (1)

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

..

11

PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (9)

5.9 % (1)

TYPE OF REPORTING
PERSON

12

OO

(1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

6

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NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD CAPITAL,
INC.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

NUMBER OF 5 SOLE
SHARES VOTING
 POWER

BENEFICIALLY

OWNED BY 225,939 Shares
 (1)

EACH

REPORTING

PERSON

WITH

SHARED
VOTING
POWER

6

0

SOLE
DISPOSITIVE
POWER

7

225,939 Shares
(1)

8

SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

225,939 Shares (1)

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

..

11

PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (9)

1.7% (1)

TYPE OF REPORTING
PERSON

12

CO

(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

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NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

NELSON OBUS

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES

SOLE
VOTING
POWER

BENEFICIALLY

5

OWNED BY

1,040,000
Shares (1)

EACH

REPORTING
PERSON

SHARED
VOTING
POWER

WITH

6

0

SOLE
DISPOSITIVE
POWER

7

1,040,000
Shares (1)

8 SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

1,040,000 Shares (1)

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

..

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

7.9% (1)

12 TYPE OF REPORTING
PERSON IN

(1) Mr. Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Small Cap Value Offshore Fund, Ltd. and Wynnefield Capital, Inc. Profit Sharing Plan because he is a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc. (the investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd.), and the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan. The filing of this Statement and any future amendment by Mr. Obus, and the inclusion of information herein and therein with respect to Mr. Obus, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Obus disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

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NAMES OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

JoSHUA Landes

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)

(b) Reporting Person
is affiliated with other
persons
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF
SHARES

SOLE
VOTING
POWER

BENEFICIALLY

5

OWNED BY

1,000,000
Shares (1)

EACH

REPORTING
PERSON

SHARED
VOTING
POWER

WITH

6

0

SOLE
DISPOSITIVE
POWER

7

1,000,000
Shares (1)

8 SHARED
DISPOSITIVE
POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

1,000,000 Shares (1)

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

..

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

7.6% (1)

TYPE OF REPORTING
PERSON IN

12

(1) Mr. Landes may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I and Wynnefield Small Cap Value Offshore Fund, Ltd. because he is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc. The filing of this Statement and any future amendment by Mr. Landes, and the inclusion of information herein and therein with respect to Mr. Landes, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Landes disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

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Name of Issuer:

Item 1(a).

MusclePharm Corp.

Address of Issuer's Principal Executive Offices:

Item 1(b).

4721 Ironton Street, Building A, Denver, Colorado 80239

Item 2(a). Name of Person Filing:

Wynnefield Partners Small Cap Value, L.P. ("Partners")

Wynnefield Partners Small Cap Value, L.P. I ("Partners I")

Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund")

Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan")

Wynnefield Capital Management, LLC ("WCM")

Wynnefield Capital, Inc. ("WCI")

Nelson Obus

Joshua Landes

Address of Principal Business Office or, if None, Residence:

Item 2(b).

450 Seventh Avenue, Suite 509, New York, New York 10123

Item 2(c). Citizenship:

Partners and Partners I are Delaware limited partnerships.

The Fund and WCI are Cayman Islands companies.

WCM is a New York limited liability company.

The Plan is a Delaware corporation.

Mr. Obus and Mr. Landes are United States citizens.

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Title of Class of Securities:

Item 2(d).

Common Stock, \$0.001 Par Value Per Share.

CUSIP Number:

Item 2(e).

627335201

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act.
- (e) Investment Adviser registered in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940.

(j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this Statement is filed pursuant to Rule 13d-1(c), check this box ..

11

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Ownership.

- (a) Amount beneficially owned: 1,040,000 Shares
- (b) Percent of Class: 7.9% of Common Stock
- (c) Number of Shares as to which the person has:

Item 4.

- (i) Sole power to vote or to direct the vote: 1,040,000 Shares
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 1,040,000 Shares
- (iv) Shared Power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

Ownership of More than Five Percent on Behalf of Another Person.

Item 6

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Identification and Classification of Members of the Group.

**Item
8.**

See Item 2(a)-(c).

Notice of Dissolution of Group.

**Item
9.**

Not Applicable.

Certifications.

Item

- 10.** By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

Date: February 17, 2015 WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P.

By: Wynnefield Capital Management, LLC,
General Partner

By: /s/ Nelson Obus
Nelson Obus, Managing Member

WYNNEFIELD PARTNERS SMALL CAP
VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
General Partner

By: /s/ Nelson Obus
Nelson Obus, Managing Member

WYNNEFIELD SMALL CAP VALUE
OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT
SHARING PLAN

By: /s/ Nelson Obus
Nelson Obus, Portfolio Manager

WYNNEFIELD CAPITAL
MANAGEMENT, LLC

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

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Nelson Obus, President

/s/ Nelson Obus
Nelson Obus, Individually

/s/ Joshua Landes
Joshua Landes, Individually