

## WYNNEFIELD PARTNERS SMALL CAP VALUE LP I

Form 4

December 04, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WYNNEFIELD PARTNERS  
SMALL CAP VALUE LP I

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE  
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MusclePharm Corp [MSLP]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/30/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        |                                                                                                                    |                                                                            |                                                                   |
|                                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             |                                                                            | Price                                                             |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 683,001                                                                    | D <sup>(1)</sup>                                                  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 11/30/2018                              |                                                             | P                                       | 7,000                                                                   | A                                                                                                                  | \$<br>0.8957                                                               | 998,304 I                                                         |
|                                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                            | See<br>Footnotes<br>(2) (3) (4)                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                       | Director      | 10% Owner | Officer | Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123     |               | X         |         |       |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123       |               | X         |         |       |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123 |               | X         |         |       |
| WYNNEFIELD CAPITAL MANAGEMENT LLC<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123            |               | X         |         |       |
| WYNNEFIELD CAPITAL INC<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123                       |               | X         |         |       |

Wynnefield Capital, Inc. Profit Sharing Plan  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

OBUS NELSON  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

LANDES JOSHUA  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

## Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, By: /s/ Nelson Obus, Managing Member

12/04/2018

\_\_Signature of Reporting Person

Date

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, By: /s/ Nelson Obus, Managing Member

12/04/2018

\_\_Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., By: /s/ Nelson Obus, President

12/04/2018

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, By: /s/ Nelson Obus, Co-Trustee

12/04/2018

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC, By: /s/ Nelson Obus, Managing Member

12/04/2018

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC., By: /s/ Nelson Obus, President

12/04/2018

\_\_Signature of Reporting Person

Date

/s/ Nelson Obus, individually

12/04/2018

\_\_Signature of Reporting Person

Date

/s/ Joshua Landes, individually

12/04/2018

\_\_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 Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person directly beneficially owns 683,001 shares of common stock, no par value per share ("Common Stock") of MusclePharm Corporation (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.

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- (2) The Reporting Person has an indirect beneficial ownership interest in 478,690 shares of Common Stock, which are directly beneficially owned by 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., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I directly beneficially owns.

- (3) The Reporting Person has an indirect beneficial ownership interest in 472,614 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

- (4) The Reporting Person has an indirect beneficial ownership interest in 47,000 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, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as co-trustees, has the power to vote and dispose of Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

### Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.