

Burr Gordon G
Form 4
November 09, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burr Gordon G

(Last) (First) (Middle)

4721 IRONTON STREET,
BUILDING A

(Street)

DENVER, CO US 80239

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	09/17/2012		M ⁽¹⁾	66,600,000	A \$ 0	66,600,000	I	By El Chichon Partners, LLC ⁽²⁾
Common Stock	09/17/2012		M ⁽¹⁾	19,980,000	A \$ 0	86,580,000	I	By El Chichon Partners, LLC ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Warrant to purchase common stock	\$ 0.012	09/17/2012		M ⁽¹⁾	100,000,000	11/23/2012 05/22/2015	Common Stock
Warrant to purchase common stock	\$ 0.015	09/17/2012		M ⁽¹⁾	30,000,000	04/20/2013 10/17/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burr Gordon G 4721 IRONTON STREET, BUILDING A DENVER, CO US 80239		X		

Signatures

/s/ Gordon G. Burr
11/09/2012
Date

**Signature of Reporting Person

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).

As part of the Registrant's efforts to recapitalize by converting warrants to common stock, the Registrant issued common stock in exchange for outstanding warrants to purchase common stock of the Registrant, including those held by the Reporting Person. Pursuant to Rule 16b-3(d), the restructuring and the warrant exchange were approved by the Board of Directors of the Registrant.

(2) The Reporting Person disclaims beneficial ownership of any portion of the warrant to purchase shares of common stock of the Registrant held by El Chichon Partners, LLC, except to the extent of his pecuniary interest therein.

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

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