

WYNNEFIELD PARTNERS SMALL CAP VALUE LP I  
 Form 4  
 February 08, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**WYNNEFIELD PARTNERS  
 SMALL CAP VALUE LP I**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**450 SEVENTH AVENUE, SUITE  
 509**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/06/2019**

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

(Street)  
**NEW YORK, NY 10123**

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	02/06/2019		P		21,140	A	\$ 0.4	704,141	D <sup>(1)</sup>	
Common Stock, par value \$0.001 per share	02/06/2019		P		39,260	A	\$ 0.4	1,127,564	I	See Footnotes <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>
Common Stock, par	02/07/2019		P		13,860	A	\$ 0.4	718,001	D <sup>(1)</sup>	

value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

02/07/2019

P

25,740 A

\$  
0.4

1,153,304

I

See  
Footnotes  
(2) (3) (4)

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

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(9-02)

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WYNNEFIELD PARTNERS SMALL CAP VALUE LP I  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

WYNNEFIELD PARTNERS SMALL CAP VALUE LP  
450 SEVENTH AVENUE  
SUITE 509  
NEW YORK, NY 10123

X

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD  
450 SEVENTH AVE

X

SUITE 509  
NEW YORK, NY 10123

WYNNEFIELD CAPITAL MANAGEMENT LLC  
450 SEVENTH AVE  
SUITE 509  
NEW YORK, NY 10123

X

WYNNEFIELD CAPITAL INC  
450 SEVENTH AVE  
SUITE 509  
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 Nelson Obus, Managing Member

02/08/2019

\_\_Signature of Reporting Person

Date

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

02/08/2019

\_\_Signature of Reporting Person

Date

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

02/08/2019

\_\_Signature of Reporting Person

Date

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

02/08/2019

\_\_Signature of Reporting Person

Date

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

02/08/2019

\_\_Signature of Reporting Person

Date

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

02/08/2019

\_\_Signature of Reporting Person

Date

/s/ Nelson Obus Nelson Obus, individually

02/08/2019

\_\_Signature of Reporting Person

Date

/s/ Joshua Landes Joshua Landes, individually

02/08/2019

\_\_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 718,001 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.

(2) The Reporting Person has an indirect beneficial ownership interest in 527,020 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 519,284 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 107,000 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.

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