

MusclePharm Corp
Form 4/A
February 07, 2017

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 *
Drexler Ryan Charles

(Last) (First) (Middle)

C/O MUSCLEPHARM CORPORATION, 4721 IRONTON STREET, BUILDING A

(Street)

DENVER, CO 80239

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
12/12/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or (D) Price		
Common Stock	12/08/2016		A		200,000 <u>(1)</u>	A	\$ 0 283,434 D
Common Stock	01/01/2017		A		350,000 <u>(1)</u>	A	\$ 0 633,434 D
Common Stock							1,499,408 I See Footnote <u>(2)</u>

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Drexler Ryan Charles C/O MUSCLEPHARM CORPORATION 4721 IRONTON STREET, BUILDING A DENVER, CO 80239	X	X	See Remarks.	

Signatures

/s/ Ryan Charles
Drexler

02/07/2017

**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).

On December 8, 2016, Mr. Drexler was granted 200,000 shares of restricted stock pursuant to the Amended and Restated Executive Employment Agreement between MusclePharm Corporation and Mr. Drexler, dated November 18, 2016 (the "Employment Agreement").
(1) On January 1, 2017, Mr. Drexler was granted 350,000 shares of restricted stock pursuant to the Employment Agreement (the "Second Issuance"). Each grant of restricted stock vests in full upon the first anniversary of its respective grant date. The original Form 4 erroneously reported that the Second Issuance occurred on December 8, 2016. This amendment is being filed to accurately reflect that the Second Issuance occurred on January 1, 2017.

(2) Represents shares of common stock held by Consac LLC ("Consac"). Mr. Drexler is the Chief Executive Officer of Consac and may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 of the Securities Exchange Act) of the common stock that Consac beneficially owns. Mr. Drexler has the power to direct the voting and disposition of the Issuer's common stock that Consac beneficially owns.

Remarks:

President, Chief Executive Officer and Chairman of the Board of Directors.

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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