

MusclePharm Corp  
Form POS EX  
March 01, 2013

**As filed with the Securities and Exchange Commission on March 1, 2013**

**Registration No. 333-184625**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-1**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**MusclePharm Corporation**

(Exact name of registrant as specified in its charter)

Nevada	2834	77-0664193
(State or other jurisdiction	(Primary Standard Industrial	(I.R.S. Employer

of incorporation or organization) Classification Code Number) Identification Number)

**4721 Ironton Street, Building A**

**Denver, Colorado 80239**

**Telephone: (303) 396-6100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Brad J. Pyatt**

**Co-Chairman, Chief Executive Officer and President**

**MusclePharm Corporation**

**5348 Vegas Drive**

**Las Vegas, Nevada 89108**

**Telephone: (702) 953-1890**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Reid A. Godbolt, Esq.**

**Harvey J. Kesner, Esq.**

**Jones & Keller, P.C.**

**Sichenzia Ross Friedman Ference LLP**

**1999 Broadway, Suite 3150 61 Broadway, 32nd Floor**

**Denver, Colorado 80202**

**New York, New York 10006**

**Telephone: (303) 573-1600**

**Telephone: (212) 930-9700**

**Facsimile: (303) 573-8133**

**Fax: (212) 930-9725**

**Approximate date of commencement of proposed sale to the public:**

As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company  x

## **EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 (this “Amendment”) is filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended (the “Securities Act”), solely to add exhibits to the Registration Statement on Form S-1, as amended (Registration No. 333-184625) (the “Registration Statement”) of MusclePharm Corporation. Accordingly, this Amendment consists solely of the facing page, this explanatory note, an amended and restated “Item 16. Exhibits and Financial Statement Schedules” section of the Registration Statement, the XBRL interactive data files and the signature page. This filing does not modify any provision of the Registration Statement except as specifically noted herein.

The Registration Statement included certain financial information. The XBRL interactive data files that correspond to the financial information presented in the Registration Statement filed on January 16, 2013 are attached as Exhibits 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE to this Amendment and incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 16. Exhibits and Financial Statement Schedules**

Exhibit No.	Description	Incorporated by Reference			Filing Date	Filed Herewith	Furnished Herewith
		Form	SEC File No.	Exhibit			
1.1	Placement Agent Agreement.	8-K	000-53166	1.1	January 23, 2013		
2.1	Agreement Concerning the Exchange of Securities by and Among Tone in Twenty and Muscle Pharm, LLC and the Security Holders of Muscle Pharm, LLC, dated February 1, 2010.	8-K	000-53166	2.1	February 2, 2010		
3.1	Articles of Incorporation of MusclePharm Corporation (successor to Tone In Twenty).	SB-2	333-147111	3.1	November 2, 2007		
3.2	Bylaws of MusclePharm Corporation (successor to Tone In Twenty). (Amended on March 1, 2010 to change fiscal year end to December 31 – set forth on Form 8-K filed on 03-03-2010.)	SB-2	333-147111	3.2	November 2, 2007		
3.3	Amendment to the Articles of Incorporation.	SB-2	333-147111	3.3	November 2, 2007		
3.4	Amendment to the Articles of Incorporation	8-K	000-53166	3.3	February 24, 2010		
3.5	Certificate of Designation relating to the Series A Convertible Preferred Stock.	8-K	000-53166	3.4	February 24, 2010		
3.6	Amendment to the Articles of Incorporation.	10-Q	000-53166	3.1	May 23, 2011		
3.7		10-Q	000-53166	3.1			

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	Certificate of Designation of Series B Convertible Preferred Stock.				August 16, 2011
3.8	Certificate of Designation of Series C Convertible Preferred Stock.	8-K	000-53166	3.1	November 4, 2011
3.9	Amendment to the Articles of Incorporation.	8-K	000-53166	3.1	November 23, 2011
3.10	Amendment to the Articles of Incorporation.	8-K	000-53166	3.1	January 27, 2012
3.11	Amendment to the Articles of Incorporation.	8-K	000-53166	3.1	March 30, 2012
3.12	Certificate of Change.	8-K	000-53166	3.1	November 28, 2012
3.13	Certificate of Amendment to Articles of Incorporation.	8-K	000-53166	3.2	November 28, 2012
3.14	Certificate of Designation of Series D Convertible Preferred Stock.	8-K	000-53166	3.1	January 17, 2013
3.15	Certificate of Correction.	S-1/A	333-184625	3.15	December 26, 2012
4.1	Specimen of certificate for MusclePharm Corporation Series D Convertible Preferred Stock.	8-K	000-53166	4.1	January 28, 2013
4.2	Specimen of certificate for MusclePharm Corporation Common Stock.	S-1/A	333-184625	4.4	December 28, 2012
4.3	Form of Promissory Note, dated July 13, 2012, issued by MusclePharm Corporation in favor of TCA Global Credit Master Fund LP.	8-K	000-53166	4.1	July 20, 2012

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4.4	Form of Promissory Note.	8-K	000-53166	4.2	December 10, 2012
5.1	Opinion of Brownstein Hyatt Farber Schreck, LLP.	8-K	000-53166	5.1	January 28, 2013
10.1	Purchasing Agreement with General Nutrition Corporation dated December 16, 2009.	8-K	000-53166	10.2	February 24, 2010
10.2	Order Approving Stipulation for Settlement of Claim, dated December 8, 2010, between MusclePharm Corporation and Socius CG II, Ltd.	8-K	000-53166	10.1	December 9, 2010
10.3	Endorsement Agreement, dated July 20, 2011, between MusclePharm Corporation and Michael Vick, individually.	8-K	000-53166	10.1	July 22, 2011
10.4	Convertible Promissory Note between MusclePharm Corporation and Brad J. Pyatt, dated November 18, 2010.	S-1/A	333-176771	4.2	September 27, 2011
10.5	Convertible Promissory Note between MusclePharm Corporation and Brad J. Pyatt, dated November 23, 2010.	S-1/A	333-176771	4.3	September 27, 2011
10.6	Amended and Restated Employment Agreement, dated November 14, 2011, between MusclePharm Corporation and Brad J. Pyatt.	10-Q	000-53166	10.6	November 14, 2011
10.7	Amended and Restated Employment Agreement, dated November 14, 2011, between MusclePharm Corporation and Cory J. Gregory.	10-Q	000-53166	10.7	November 14, 2011
10.8	Employment Agreement, dated September 15, 2011, by and between MusclePharm Corporation and John H. Bluhner.	10-Q	000-53166	10.4	November 14, 2011
10.9	Employment Agreement, dated November 14, 2011, by and between MusclePharm Corporation and Jeremy R. DeLuca.	10-Q	000-53166	10.5	November 14, 2011
10.10	Securities Purchase Agreement, dated July 10, 2012, between MusclePharm Corporation and Subscribers set forth therein.	8-K	000-53166	10.1	July 19, 2012
10.11	Consulting Agreement, dated July 12, 2012, between MusclePharm Corporation and Melechdavid, Inc.	8-K	000-53166	10.2	July 19, 2012
10.12	Consulting Agreement, dated July 12, 2012, between MusclePharm Corporation and GRQ Consultants, Inc.	8-K	000-53166	10.3	July 19, 2012
10.13	Form of Committed Equity Facility Agreement, dated July 13, 2012, between MusclePharm Corporation and TCA Global Credit Master Fund LP.	8-K	000-53166	10.1	July 20, 2012
10.14		8-K	000-53166	10.1	July 20, 2012

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Form of Registration Rights Agreement, dated July 13, 2012,  
between MusclePharm Corporation and TCA Global Credit Master  
Fund LP.

10.15 Form of Security Agreement, dated July 13, 2012, between  
MusclePharm Corporation and TCA Global Credit Master Fund LP. 8-K 000-53166 10.1 July 20, 2012



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10.16	Form of Indemnification Agreement.	8-K	000-53166	10.1	August 27, 2012
10.17	Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and Brad J. Pyatt.	8-K	000-53166	10.1	October 23, 2012
10.18	Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and L. Gary Davis.	8-K	000-53166	10.2	October 23, 2012
10.19	Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and John H. Bluhner.	8-K	000-53166	10.3	October 23, 2012
10.20	Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and Jeremy R. DeLuca.	8-K	000-53166	10.4	October 23, 2012
10.21	Amended and Restated Employment Agreement, dated October 18, 2012, between MusclePharm Corporation and Cory J. Gregory.	8-K	000-53166	10.5	October 23, 2012
10.22	Form of Restricted Stock Unit Award.	8-K	000-53166	10.1	November 21, 2012
10.23	Subscription Agreement dated November 30, 2012 between MusclePharm Corporation and the subscribers listed therein.	8-K	000-53166	10.1	December 10, 2012
10.24	Form of Escrow Agreement.	POS AM	333-184625	10.24	January 8, 2013
10.25	Form of Subscription Agreement.	8-K	000-53166	10.1	January 28, 2013
21	Subsidiary of the Registrant.	S-1	333-184625	21	October 26, 2012
23.1	Consent of Berman & Company, P.A.	POS AM	333-184625	23.1	January 16, 2013
23.2	Consent of Brownstein Hyatt Farber Schreck, LLP (included in Exhibit 5.1).	8-K	000-53166	5.1	January 28, 2013
24.1	Power of Attorney.	S-1/A	333-184625		December 19, 2012
101.INS	INS XBRL Instance Document.				

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101.SCH	SCH XBRL Schema Document.	X
101.CAL	CAL XBRL Calculation Linkbase Document.	X
101.DEF	DEF XBRL Definition Linkbase Document.	X
101.LAB	LAB XBRL Label Linkbase Document.	X
101.PRE	PRE XBRL Presentation Linkbase Document.	X

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Denver, State of Colorado, on March 1, 2013.

**MUSCLEPHARM CORPORATION**

By:  
     /s/ Brad J. Pyatt  
 Name: Brad J. Pyatt  
 Title: Chief Executive Officer and President  
        (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Brad J. Pyatt		March 1, 2013
Brad J. Pyatt	Co-Chairman, Chief Executive Officer, President and Principal Executive Officer	March 1, 2013
/s/ L. Gary Davis		March 1, 2013
L. Gary Davis	Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer	March 1, 2013
/s/ John H. Bluhner		March 1, 2013
John H. Bluhner	Co-Chairman, Executive Vice President and Chief Operating Officer	March 1, 2013

\*

Donald W. Prosser Director

\*

March 1, 2013

Michael J. Doron Director

\*

James J. Greenwell Director

March 1, 2013

\*By: /s/ Brad J. Pyatt

Brad J. Pyatt, Attorney-in-Fact

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