

MusclePharm Corp
Form 424B3
September 26, 2012

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-179515

PROSPECTUS

MUSCLEPHARM CORPORATION

305,000,000 SHARES OF COMMON STOCK

This prospectus relates to the resale of 305,000,000 shares of our common stock, par value \$0.001 per share, by the selling security holders (the “Selling Security Holders”), including: (i) 43,750,000 shares underlying warrants held by certain shareholders who purchased common stock purchase warrants in private transactions (the “Investor Warrants”); (ii) 2,950,000 shares underlying warrants issued to consultants for services rendered pursuant to consulting agreements (the “Consultant Warrants”, and together with the shares underlying the Investor Warrants, the “Warrant Shares”); (iii) 146,204,181 shares of common stock issued to former warrant holders in exchange for the cancellation of previously outstanding warrants; and (iv) 112,095,819 shares of common stock issued to certain investors in private placement transactions.

We are not selling any shares of common stock in this offering and, as a result, will not receive any proceeds from this offering. All of the net proceeds from the sale of our common stock will go to the Selling Security Holders.

Our common stock is quoted on the OTCBB under the symbol “MSLP.OB.” On August 28, 2012, the closing bid price of our common stock was \$0.01 per share. These prices will fluctuate based on the demand for our common stock.

This investment involves a high degree of risk. You should purchase shares only if you can afford a complete loss. See “Risk Factors” beginning on page 6.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 26, 2012

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that which is contained in this prospectus. This prospectus may be used only where it is legal to sell these securities. The information in this prospectus may only be accurate on the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of securities. This prospectus contains important information about us that you should read and consider carefully before you decide whether to invest in our common stock. If you have any questions regarding the information in this prospectus, please contact Brad Pyatt, our Chief Executive Officer, at: MusclePharm Corporation, 4721 Ironton Street, Denver, CO 80239, or by phone at (303) 396-6100.

PROSPECTUS SUMMARY

This summary highlights certain information contained elsewhere in this prospectus. Because it is a summary, it may not contain all of the information that is important to you. Before investing in our common stock, you should read this entire prospectus carefully, especially the sections entitled Risk Factors” beginning on page 6 and Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 31, as well our financial statements and related notes included elsewhere in this prospectus. In this prospectus, the terms MusclePharm,” Company,” we,” us” and our” refer to MusclePharm Corporation.

Overview

MusclePharm Corporation was initially incorporated in the State of Nevada on August 4, 2006, under the name Tone in Twenty, for the purpose of engaging in the business of providing personal fitness training using isometric techniques (Tone in Twenty”). Tone in Twenty was never able to raise the level of funding necessary to commence operations. On February 18, 2010, the Company acquired all of the issued and outstanding equity and voting interests of Muscle Pharm, LLC, a Colorado limited liability company, in exchange for 26,000,000 shares of the Company’s common stock. The shares were issued pursuant to that certain Securities Exchange Agreement, dated February 1, 2010 (the Securities Exchange Agreement”). As a result of this transaction, Muscle Pharm, LLC became a wholly owned subsidiary of the Company. The 26,000,000 shares represented approximately 99.7% of the common stock outstanding following the closing of this transaction. As part of this transaction, the Company’s former President sold his 366,662 shares to Muscle Pharm, LLC for \$25,000 and these shares were then cancelled.

As part of the Securities Exchange Agreement, the Company agreed to seek shareholder approval of an amendment to the Company’s Articles of Incorporation changing the name of the Company to MusclePharm Corporation.” This amendment was approved by a majority of the Company’s shareholders and the name change became effective on March 1, 2010.

MusclePharm currently manufactures and markets a wide-ranging variety, high-quality sports nutrition products, including: Assault™, Battle Fuel™, Bullet Proof™, Combat™, SHRED Matrix®, and Re-con®. These products are comprised of amino acids, herb, and proteins scientifically tested and proven as safe and effective for the overall health of athletes. These nutritional supplements were created to enhance the effects of workouts, repair muscles, and nourish the body for optimal physical fitness.

Sales & Recent Developments

MusclePharm is an expanding healthy life-style company that develops and distributes a full line of scientifically approved nutritional supplements that are 100% free of any banned substances. Based on years of research, MusclePharm products are developed through an advanced six-stage research process involving the expertise of top nutritional scientists and field tested by more than 100 elite professional athletes from various sports including the National Football League, mixed martial arts, and Major League Baseball. The Company's propriety and award winning products address all categories of an active lifestyle, including muscle building, weight loss, and maintaining general fitness through a daily nutritional supplement regimen. MusclePharm products are sold in over 120 countries and available in over 5,000 U.S. retail outlets, including GNC, Vitamin Shoppe, and Vitamin World. The Company also sells its products in over 100 online stores, including bodybuilding.com, amazon.com and vitacost.com.

For the six months ended June 30, 2012 two customers accounted for approximately 46% of net sales. Our largest customer for the six months ended June 30, 2012 accounted for 35% of our sales. For the year ended December 31, 2011, two customers accounted for approximately 55% of net sales. Our largest customer for the year ended December 31, 2011, represented 41% of our sales. For the year ended December 31, 2010, three customers accounted for approximately 67% of our sales and the largest customer accounted for 45% of our sales.

Where You Can Find Us

Our principal executive office is located at 4721 Ironton Street, Denver, CO 80239, and our telephone number is (303) 396-6100. Our Internet address is www.musclepharm.com.

The Offering

Common Stock Offered by the Selling Security Holders	305,000,000 shares, including (i) 258,300,000 shares of common stock and (ii) 46,700,000 shares underlying warrants.
Common Stock Outstanding Before the Offering	1,487,820,172 shares of common stock as of August 28, 2012.
Common Stock Outstanding After the Offering	1,558,282,658 shares of common stock (1).
Terms of the Offering	The selling security holder will determine when and how they will sell the common stock offered in this prospectus.
Termination of the Offering	The offering will conclude upon such time as all of the common stock has been sold pursuant to the registration statement.
Use of Proceeds	We are not selling any shares of common stock in this offering and, as a result, will not receive any proceeds from this offering. See Use of Proceeds.”
Risk Factors	The common stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See Risk Factors” beginning on page 6.
OTCBB Symbol	MSLP.OB

(1) Assumes the exercise of all shares underlying warrants being registered hereunder.

SUMMARY OF FINANCIAL INFORMATION

The following selected financial information is derived from the Company's Financial Statements appearing elsewhere in this Prospectus and should be read in conjunction with the Company's Financial Statements, including the notes thereto, appearing elsewhere in this Prospectus.

Summary of Statements of Operations**For the Years Ended December 31 (audited):**

	2011	2010
Sales	\$17,212,636	\$3,202,687
Loss from operations	\$(16,220,160)	\$(18,251,836)
Other expense	\$(7,060,790)	\$(1,317,501)
Net loss	\$(23,280,950)	\$(19,569,337)
Net loss per common share - basic and diluted	\$(.08)	\$(.48)
Weighted average number of common shares outstanding - basic and diluted	281,484,658	41,141,549

For the Three Months Ended June 30 (unaudited):

	2012	2011
Sales	\$15,429,340	\$3,397,742
Loss from operation	\$(1,664,341)	\$(1,893,768)
Other income (expense)	\$7,846,245	\$(5,542,855)
Net income (loss)	\$6,181,904	\$(7,436,623)
Other comprehensive income	\$40,719	\$-
Total comprehensive income (loss)	\$6,222,623	\$(7,436,623)
Net income (loss) per common share - basic and diluted	\$0.00	\$(0.04)
Weighted average number of common shares outstanding - basic and diluted	1,388,624,267	201,864,655

For the Six Months Ended June 30 (unaudited):

	2012	2011
Sales	\$31,990,020	\$6,431,678
Loss from operation	\$(2,391,634)	\$(2,980,993)
Other income (expense)	\$(7,461,755)	\$(9,467,552)
Net income (loss)	\$(9,853,389)	\$(12,448,545)
Other comprehensive income	\$40,719	\$-
Total comprehensive income (loss)	\$(9,812,670)	\$(12,448,545)
Net income (loss) per common share - basic and diluted	\$(0.01)	\$(0.07)

Weighted average number of common shares outstanding - basic and diluted 1,301,222,184 174,365,323

Statement of Financial Position

For the Years Ended December 31 (audited):

	2011	2010
Cash	\$659,764	\$43,704
Total assets	\$5,046,128	\$2,720,981
Working Capital (Deficit)	\$(13,693,267)	\$(1,721,207)
Long term debt	\$307,240	\$250,000
Stockholders' deficit	\$(12,971,212)	\$(1,744,667)

	June 30, 2012 (unaudited)	December 31, 2011 (audited)
Cash	\$291,971	\$659,764
Cash - restricted	\$52,744	\$-
Total assets	\$4,725,828	\$5,046,128
Working capital (deficit)	\$(12,668,017)	\$(13,693,267)
Long term debt	\$114,682	\$307,240
Stockholders' deficit	\$(11,013,113)	\$(12,971,212)

RISK FACTORS

The following discussion and analysis should be read in conjunction with the other financial information and consolidated financial statements and related notes appearing in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results will depend upon a number of factors beyond our control and could differ materially from those anticipated in the forward-looking statements. Some of these factors are discussed below and elsewhere in this prospectus.

Risks Related to Our Business and Industry

OUR INDEPENDENT AUDITORS HAVE EXPRESSED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN, WHICH MAY HINDER OUR ABILITY TO OBTAIN FUTURE FINANCING.

As reflected in the accompanying unaudited interim consolidated financial statements, the Company had a net loss of \$9,853,389 for the six months ended June 30, 2012, and a working capital deficit and stockholders' deficit of \$12,668,017 and \$11,013,113 respectively, at June 30, 2012. Also reflected in the accompanying financial statements, the Company had a net loss of \$23,280,950 and net cash used in operations of \$5,801,761 for the year ended December 31, 2011, and a working capital deficit and stockholders' deficit of \$13,693,267 and \$12,971,212, respectively, at December 31, 2011. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue its operations is dependent on management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur liabilities with certain related parties to sustain the Company's existence.

The Company will require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated revenues may be insufficient to meet its cash needs for the near future. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all.

In response to these problems, management has taken the following actions:

- seeking additional third party debt and/or equity financing;
- execute a plan to recapitalize the company;
- continue with the implementation of the business plan;
- generate new sales from international customers; and
- allocate sufficient resources to continue with advertising and marketing efforts.

In their report dated April 13, 2012, our independent auditors stated that our financial statements for the period ended December 31, 2011, were prepared assuming that we would continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

WE WILL NEED TO RAISE ADDITIONAL CAPITAL TO CARRY OUT OUR BUSINESS PLAN.

We will need to raise additional capital to fund the growth of our business. There is no guarantee that we will be able to access additional capital at rates and on terms which are attractive to us, if at all. Without the additional funding needed to fund our growth we may not be able to grow as planned.

OUR FAILURE TO APPROPRIATELY RESPOND TO COMPETITIVE CHALLENGES, CHANGING CONSUMER PREFERENCES AND DEMAND FOR NEW PRODUCTS COULD SIGNIFICANTLY HARM OUR CUSTOMER RELATIONSHIPS AND PRODUCT SALES.

The nutritional sports supplement industry is characterized by intense competition for product offerings and rapid and frequent changes in consumer demand. Our failure to accurately predict product trends could negatively impact our products and inventory levels and cause our revenues to decline.

Our success with any particular product offering (whether new or existing) depends upon a number of factors, including our ability to:

- deliver products in a timely manner in sufficient volumes;
- accurately anticipate customer needs and forecast accurately to the manufacturer in a rapidly expanding business;
- differentiate our product offerings from those of our competitors;
- competitively price our products; and
- develop and/or acquire new products.

Products often have to be promoted heavily in stores or in the media to obtain visibility and consumer acceptance. Acquiring distribution for products is difficult and often expensive due to slotting and other promotional charges mandated by retailers. Products can take substantial periods of time to develop consumer awareness, consumer acceptance and sales volume. Accordingly, some products fail to gain or maintain sufficient sales volume and as a result have to be discontinued. In a highly competitive marketplace it may be difficult to have retailers open stock-keeping units (sku's) for new products.

OUR INDUSTRY IS HIGHLY COMPETITIVE, AND OUR FAILURE TO COMPETE EFFECTIVELY COULD ADVERSELY AFFECT OUR MARKET SHARE, FINANCIAL CONDITION AND FUTURE GROWTH.

The sports supplement industry is highly competitive with respect to:

- price;
- shelf space and store placement;
- brand and product recognition;
- new product introductions; and
- raw materials.

Several of our competitors are larger, more established and possess greater financial, personnel, distribution and other resources. We face competition in the health food channel from a limited number of large nationally known manufacturers, private label brands and many smaller manufacturers of dietary supplements.

WE RELY ON A LIMITED NUMBER OF CUSTOMERS FOR A SUBSTANTIAL PORTION OF OUR SALES, AND THE LOSS OF OR MATERIAL REDUCTION IN PURCHASE VOLUME BY ANY OF THESE CUSTOMERS WOULD ADVERSELY AFFECT OUR SALES AND OPERATING RESULTS.

For the six months ended June 30, 2012, two customers accounted for approximately 46% of net sales. Our largest customer for the six months ended June 30, 2012 accounted for 35% of our sales. For the year ended December 31, 2011, two customers accounted for approximately 55% of net sales and our largest customer in 2011 represented 41% of our sales. For the year ended December 31, 2010, three customers accounted for approximately 67% of our sales and the largest customer in 2010 accounted for 45% of our sales. The loss of any of our major customers, a significant reduction in purchases by any major customer, or, any serious financial difficulty of a major customer, could have a material adverse effect on our sales and results of operations.

Customer	2011		2010	
A	41	%	45	%
B	14	%	7	%
C	-	%	15	%

ADVERSE PUBLICITY OR CONSUMER PERCEPTION OF OUR PRODUCTS AND ANY SIMILAR PRODUCTS DISTRIBUTED BY OTHERS COULD HARM OUR REPUTATION AND ADVERSELY AFFECT OUR SALES AND REVENUES.

We are highly dependent upon positive consumer perceptions of the safety and quality of our products as well as similar products distributed by other sports nutrition supplement companies. Consumer perception of sports nutrition supplements and our products in particular can be substantially influenced by scientific research or findings, national media attention and other publicity about product use. Adverse publicity from such sources regarding the safety, quality or efficacy of dietary supplements and our products could harm our reputation and results of operations. The mere publication of reports asserting that such products may be harmful or questioning their efficacy could have a material adverse effect on our business, financial condition and results of operations, regardless of whether such reports are scientifically supported or whether the claimed harmful effects would be present at the dosages recommended for such products.

IF WE ARE UNABLE TO RETAIN KEY PERSONNEL, OUR ABILITY TO MANAGE OUR BUSINESS EFFECTIVELY AND CONTINUE OUR GROWTH COULD BE NEGATIVELY IMPACTED.

Key management employees include Brad J. Pyatt, Cory Gregory, Jeremy DeLuca, Larry Meer, Lewis Gary Davis, John H. Bluhner, and certain other individuals. These key management employees are primarily responsible for our day-to-day operations, and we believe our success depends in large part on our ability to retain them and to continue to attract additional qualified individuals to our management team. Currently, we have executed employment agreements with our key management employees. We anticipate having all key executives under new performance based contracts by the end of the third quarter of 2012. The loss or limitation of the services of any of our key management employees or the inability to attract additional qualified personnel could have a material adverse effect on our business and results of operations. We may obtain key man insurance on one or more key executives.

OUR OPERATING RESULTS MAY FLUCTUATE, WHICH MAKES OUR RESULTS DIFFICULT TO PREDICT AND COULD CAUSE OUR RESULTS TO FALL SHORT OF EXPECTATIONS.

Our operating results may fluctuate as a result of a number of factors, many outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our quarterly, year-to-date, and annual expenses as a

percentage of our revenues may differ significantly from our historical or projected rates. Our operating results in future quarters may fall below expectations. Each of the following factors may affect our operating results:

- our ability to deliver products in a timely manner in sufficient volumes;
- our ability to recognize product trends;
- our loss of one or more significant customers;
- the introduction of successful new products by our competitors; and
- adverse media reports on the use or efficacy of sports nutrition supplements.

Because our business is changing and evolving, our historical operating results may not be useful to you in predicting our future operating results.

THE EFFECTS OF THE RECENT GLOBAL ECONOMIC CRISIS MAY IMPACT OUR BUSINESS, OPERATING RESULTS, OR FINANCIAL CONDITION.

The recent global economic crisis has caused disruptions and extreme volatility in global financial markets and increased rates of default and bankruptcy, and has impacted levels of consumer spending. These macroeconomic developments could negatively affect our business, operating results, or financial condition. For example, if consumer spending continues to decrease, this may result in lower sales.

OUR BUSINESS AND OPERATIONS ARE EXPERIENCING RAPID GROWTH. IF WE FAIL TO EFFECTIVELY MANAGE OUR GROWTH, OUR BUSINESS AND OPERATING RESULTS COULD BE HARMED.

We have experienced and expect to continue to experience rapid growth in our operations, which has placed, and will continue to place, significant demands on our management, operational and financial infrastructure. If we do not effectively manage our growth, we may fail to timely deliver products to our customers in sufficient volume or the quality of our products could suffer, which could negatively affect our operating results. To effectively manage this growth, we will need to hire additional persons, particularly in sales and marketing, and we will need to continue to improve our operational, financial and management controls and our reporting systems and procedures. These additional employees, systems enhancements and improvements will require significant capital expenditures and management resources. Failure to implement these improvements could hurt our ability to manage our growth and our financial position.

WE MAY BE EXPOSED TO MATERIAL PRODUCT LIABILITY CLAIMS, WHICH COULD INCREASE OUR COSTS AND ADVERSELY AFFECT OUR REPUTATION AND BUSINESS.

As a marketer and distributor of products designed for human consumption, we are subject to product liability claims if the use of our products is alleged to have resulted in injury. Our products consist of vitamins, minerals, herbs and other ingredients that are classified as dietary supplements and in most cases are not subject to pre-market regulatory approval in the United States or internationally. Previously unknown adverse reactions resulting from human consumption of these ingredients could occur.

We have not had any product liability claims filed against us, but in the future we may be, subject to various product liability claims, including among others that our products had inadequate instructions for use, or inadequate warnings concerning possible side effects and interactions with other substances. The cost of defense can be substantially higher than the cost of settlement even when claims are without merit. The high cost to defend or settle product liability claims could have a material adverse effect on our business and operating results.

OUR INSURANCE COVERAGE OR THIRD PARTY INDEMNIFICATION RIGHTS MAY NOT BE SUFFICIENT TO COVER OUR LEGAL CLAIMS OR OTHER LOSSES THAT WE MAY INCUR IN THE FUTURE.

We maintain insurance, including property, general and product liability, and workers' compensation to protect ourselves against potential loss exposures. In the future, insurance coverage may not be available at adequate levels or on adequate terms to cover potential losses, including on terms that meet our customer's requirements. If insurance coverage is inadequate or unavailable, we may face claims that exceed coverage limits or that are not covered, which could increase our costs and adversely affect our operating results.

OUR INTELLECTUAL PROPERTY RIGHTS ARE VALUABLE, AND ANY INABILITY TO PROTECT THEM COULD REDUCE THE VALUE OF OUR PRODUCTS AND BRAND.

We have invested significant resources to protect our brands and intellectual property rights. However, we may be unable or unwilling to strictly enforce our intellectual property rights, including our trademarks, from infringement. Our failure to enforce our intellectual property rights could diminish the value of our brands and product offerings and harm our business and future growth prospects.

WE MAY BE SUBJECT TO INTELLECTUAL PROPERTY RIGHTS CLAIMS, WHICH ARE COSTLY TO DEFEND, COULD REQUIRE US TO PAY DAMAGES AND COULD LIMIT OUR ABILITY TO SELL SOME OF OUR PRODUCTS.

As a marketer and distributor of products designed for human consumption, we are subject to product liability claims if the use of our products is alleged to have resulted in injury. Our products consist of vitamins, minerals, herbs and other ingredients that are classified as dietary supplements and in most cases are not subject to pre-market regulatory approval in the United States or internationally. Previously unknown adverse reactions resulting from human consumption of these ingredients could occur.

WE RELY ON HIGHLY SKILLED PERSONNEL AND, IF WE ARE UNABLE TO RETAIN OR MOTIVATE KEY PERSONNEL, HIRE QUALIFIED PERSONNEL, WE MAY NOT BE ABLE TO GROW EFFECTIVELY.

Our performance largely depends on the talents and efforts of highly skilled individuals. Our future success depends on our continuing ability to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization, particularly sales and marketing. Competition in our industry for qualified employees is intense. In addition, our compensation arrangements, such as our equity award programs, may not always be successful in attracting new employees and retaining and motivating our existing employees. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees.

An increase in product returns could negatively impact the Company's operating results and profitability.

The Company permits the return of damaged or defective products and accepts limited amounts of product returns in certain instances. While such returns have historically been nominal and within management's expectations and the provisions established, future return rates may differ from those experienced in the past. Any significant increase in damaged or defective products or expected returns could have a material adverse effect on the Company's operating results for the period or periods in which such returns materialize.

We have no manufacturing capacity and anticipate continued reliance on third-party manufacturers for the development and commercialization of our products.

We do not currently operate manufacturing facilities for production of our products. We lack the resources and the capabilities to manufacture our current offered products on a commercial scale. We do not intend to develop facilities for the manufacture of products for clinical trials or commercial purposes in the foreseeable future. We rely on

third-party manufacturers to produce bulk products required to meet our sales needs. We plan to continue to rely upon contract manufacturers and, potentially, collaboration partners to manufacture commercial quantities of our products if and when approved for marketing by the applicable regulatory authorities.

Our contract manufacturers' failure to achieve and maintain high manufacturing standards, in accordance with applicable regulatory requirements, or the incidence of manufacturing errors, could result in patient injury or death, product shortages, product recalls or withdrawals, delays or failures in product testing or delivery, cost overruns or other problems that could seriously harm our business. Contract manufacturers often encounter difficulties involving production yields, quality control and quality assurance, as well as shortages of qualified personnel. Our existing manufacturers and any future contract manufacturers may not perform as agreed or may not remain in the contract manufacturing business. In the event of a natural disaster, business failure, strike or other difficulty, we may be unable to replace a third-party manufacturer in a timely manner and the production of our products would be interrupted, resulting in delays and additional costs.

A SHORTAGE IN THE SUPPLY OF KEY RAW MATERIALS COULD INCREASE OUR COSTS OR ADVERSELY AFFECT OUR SALES AND REVENUES.

We obtain all of our raw materials from third-party suppliers with whom we do not have significant long-term supply contracts. Since all of the ingredients in our products are commonly used, we have not experienced any shortages or delays in obtaining raw materials. If things changed, shortages could result in materially higher raw material prices or adversely affect our ability to manufacture a product. Price increases from a supplier would directly affect our profitability if we are not able to pass price increases on to customers. Our inability to obtain adequate supplies of raw materials in a timely manner or a material increase in the price of our raw materials could have a material adverse effect on our business, financial condition and results of operations.

BECAUSE WE ARE SUBJECT TO NUMEROUS LAWS AND REGULATIONS, AND WE MAY BECOME INVOLVED IN LITIGATION FROM TIME TO TIME, WE COULD INCUR SUBSTANTIAL JUDGMENTS, FINES, LEGAL FEES AND OTHER COSTS.

Our industry is highly regulated. The manufacture, labeling and advertising for our products are regulated by various federal, state and local agencies as well as those of each foreign country to which we distribute. These governmental authorities may commence regulatory or legal proceedings, which could restrict the permissible scope of our product claims or the ability to manufacture and sell our products in the future. The FDA regulates our products to ensure that the products are not adulterated or misbranded. Failure to comply with FDA requirements may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines and criminal prosecutions. Our advertising is subject to regulation by the FTC under the FTCA. In recent years the FTC has initiated numerous investigations of dietary supplement and weight loss products and companies. Additionally, some states also permit advertising and labeling laws to be enforced by private attorney generals, who may seek relief for consumers, seek class action certifications, seek class wide damages and product recalls of products sold by us. Any of these types of adverse actions against us by governmental authorities or private litigants could have a material adverse effect on our business, financial condition and results of operations.

Other Risks Factors

WE MAY, IN THE FUTURE, ISSUE ADDITIONAL COMMON SHARES, WHICH WOULD REDUCE INVESTORS' PERCENT OF OWNERSHIP AND MAY DILUTE OUR SHARE VALUE.

Our Articles of Incorporation authorize the issuance of 2,500,000,000 shares of common stock, 5,000,000 shares of Series A Convertible Preferred Stock, 51 shares of Series B Preferred Stock, 500 shares of Series C Convertible Preferred Stock. The Company currently has 9,999,449 shares of blank-check preferred stock authorized but undesignated. The future issuance of common stock may result in substantial dilution in the percentage of our common stock held by our then existing shareholders. We may value any common stock issued in the future on an arbitrary basis. The issuance of common stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the shares held by our investors, and might have an adverse effect on any trading market for our common stock.

OUR COMMON STOCK IS QUOTED ON THE OTCBB, WHICH MAY HAVE AN UNFAVORABLE IMPACT ON OUR STOCK PRICE AND LIQUIDITY.

Our common stock is quoted on the OTCBB. The OTCBB is a significantly more limited market than the New York Stock Exchange or NASDAQ system. The quotation of our shares on the OTCBB may result in a less liquid market available for existing and potential stockholders to trade shares of our common stock, could depress the trading price of our common stock and could have a long-term adverse impact on our ability to raise capital in the future.

OUR COMMON SHARES ARE SUBJECT TO THE "PENNY STOCK" RULES OF THE SEC AND THE TRADING MARKET IN OUR SECURITIES IS LIMITED, WHICH MAKES TRANSACTIONS IN OUR STOCK CUMBERSOME AND MAY REDUCE THE VALUE OF AN INVESTMENT IN OUR STOCK.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions.

For any transaction involving a penny stock, unless exempt, the rules require:

- (a) that a broker or dealer approve a person's account for transactions in penny stocks; and
- (b) the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must: (a) obtain financial information and investment experience objectives of the person; and (b) make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form: (a) sets forth the basis on which the broker or dealer made the suitability determination, and (b) that the broker or dealer received a signed, written agreement from the investor prior to the transaction. Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our Common shares and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

LIABILITY OF DIRECTORS FOR BREACH OF DUTY OF CARE IS LIMITED.

According to Nevada law (NRS 78.138(7)), all Nevada corporations limit the liability of directors and officers, including acts not in good faith. Our stockholders' ability to recover damages for fiduciary breaches may be reduced by this statute. In addition, we are obligated to indemnify our directors and officers regarding stockholder suits which they successfully defend (NRS 78.7502).

BECAUSE WE DO NOT INTEND TO PAY ANY CASH DIVIDENDS ON OUR COMMON STOCK, OUR STOCKHOLDERS WILL NOT BE ABLE TO RECEIVE A RETURN ON THEIR SHARES UNLESS THEY SELL THEM.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them. There is no assurance that stockholders will be able to sell shares when desired.

WE WILL INCUR ONGOING COSTS AND EXPENSES FOR SEC REPORTING AND COMPLIANCE, AND WITHOUT REVENUE WE MAY NOT BE ABLE TO REMAIN IN COMPLIANCE WITH THE SEC, MAKING IT DIFFICULT FOR INVESTORS TO SELL THEIR SHARES, IF AT ALL.

To remain eligible for quotation on the OTCBB, issuers must remain current in their filings with the SEC. Market Makers are not permitted to begin quotation of a security whose issuer does not meet this filing requirement. Securities already quoted on the OTCBB that become delinquent in their required filings will be removed following a 30 or 60 day grace period if they do not make their required filing during that time. In order for us to remain in compliance we will require future revenues to cover the cost of these filings, which could comprise a substantial portion of our available cash resources. If we are unable to generate sufficient revenues to remain in compliance it may be difficult for you to resell any shares you may purchase, if at all.

WE MAY ISSUE ADDITIONAL SHARES OF PREFERRED STOCK IN THE FUTURE THAT MAY ADVERSELY IMPACT YOUR RIGHTS AS HOLDERS OF OUR COMMON STOCK.

Our articles of incorporation authorize us to issue up to 15,000,000 shares of preferred stock in various classes. Currently, the Company has issued 51 shares of Series B preferred stock outstanding and 0 shares of Series C preferred stock outstanding. The Series C preferred stock is convertible into shares of the Company's common stock. Our board of directors will have the authority to fix and determine the relative rights and preferences of preferred shares, as well as the authority to issue additional shares, without further stockholder approval. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders preferred rights to our assets upon liquidation, the right to receive dividends before dividends are declared to holders of our common stock, and the right to the redemption of such preferred shares, together with a premium, prior to the redemption of the common stock. To the extent that we do issue such additional shares of preferred stock, your rights as holders of common stock could be impaired thereby, including, without limitation, dilution of your ownership interests in us. In addition, shares of preferred stock could be issued with terms calculated to delay or prevent a change in control or make removal of management more difficult, which may not be in your interest as a holder of common stock.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this registration statement, including in the documents incorporated by reference into this registration statement, includes some statements that are not purely historical and that are forward-looking statements.” Such forward-looking statements include, but are not limited to, statements regarding our and our management’s expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition and results of operations. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words anticipates,” believes, continue,” could,” estimates,” expects,” intends,” may,” might,” plans,” possible,” potential,” predicts,” projects,” seeks,” should,” will,” would” and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this registration statement are based on current expectations and beliefs concerning future developments and the potential effects on the parties and the transaction. There can be no assurance that future developments actually affecting us will be those anticipated. Those that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the following forward-looking statements, involve a number of risks, uncertainties (some of which are beyond the Company’s control) or other assumptions.

USE OF PROCEEDS

We will not receive any proceeds from the sale of common stock by the Selling Security Holders. All of the net proceeds from the sale of our common stock will go to the Selling Security Holders as described below in the sections entitled Selling Security Holders” and Plan of Distribution”. We may, however, receive proceeds in the event that some or all of the warrants held by a selling stockholder are exercised for cash. There can be no assurance that any of the Selling Security Holders will exercise their warrants or that we will receive any proceeds therefrom. We intend to use any net proceeds received for working capital or general corporate needs.

DETERMINATION OF OFFERING PRICE

Our common stock currently trades on the OTCBB under the symbol MSLP.OB”. The offering price of the Consultant Warrants is \$0.012, based upon the price at which the warrants or rights may be exercised pursuant to Rule 457(g)(1) of the Securities Act. The offering price of the Investor Warrants is \$0.01, based upon the price at which the warrants or rights may be exercised pursuant to Rule 457(g)(1) of the Securities Act. The offering price of the shares of common stock The proposed offering price of the shares of common stock is \$0.01 and has been estimated solely for

the purpose of computing the amount of the registration fee in accordance with Rule 457(c) of the Securities Act of 1933, on the basis of the closing bid price of common stock of the Company as reported on the OTCBB on August 28, 2012. The Selling Security Holders may sell shares in any manner at the current market price.

SELLING SECURITY HOLDERS

The 305,000,000 shares being offered for resale in this registration statement include: (i) 43,750,000 shares underlying warrants held by certain shareholders who purchased common stock purchase warrants in private transactions (the “Investor Warrants”); (ii) 2,950,000 shares underlying warrants issued to consultants for services rendered pursuant to consulting agreements (the “Consultant Warrants”, and together with the shares underlying the Investor Warrants, the “Warrant Shares”); (iii) 146,204,181 shares of common stock issued to former warrant holders in exchange for the cancellation of previously outstanding warrants; and (iv) 112,095,819 shares of common stock issued to certain investors in private placement transactions.

All expenses incurred with respect to the registration of the common stock will be borne by us, but we will not be obligated to pay any underwriting fees, discounts, commission or other expenses incurred by the Selling Security Holders in connection with the sale of such shares.

Except as indicated below, neither the Selling Security Holders nor any of their associates or affiliates has held any position, office, or other material relationship with us in the past three years.

The following table sets forth the name of the Selling Security Holders, the number of shares of common stock beneficially owned by each of the Selling Security Holders as of the date hereof and the number of share of common stock being offered by each of the Selling Security Holders. The shares being offered hereby are being registered to permit public secondary trading, and the selling stockholders may offer all or part of the shares for resale from time to time. However, the selling stockholder is under no obligation to sell all or any portion of such shares nor is the selling stockholders obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by the Selling Security Holders. The Number of Shares Beneficially Owned After the Offering” column assumes the sale of all shares offered.

Name	Shares Beneficially Owned Prior to Offering		Shares to be Offered	Amount Beneficially Owned After Offering (1)	Percent Beneficially Owned After the Offering	
Iconic Hospitality, Ltd. (2)	6,666,667	(3)	1,000,000	5,666,667	*	%
Village Square S.C., LLC (4)	3,333,333	(5)	750,000	2,583,333	*	%
Suanna Singlehurst	6,666,667	(6)	1,000,000	5,666,667	*	%
Ben Harrison	800,000	(7)	200,000	600,000	*	%
Caesar Capital Group, LLC (8)	22,500,000	(9)	15,000,000	0	*	%
ARRG Corp. (10)	22,500,000	(11)	15,000,000	0	*	%
Growth Ventures, Inc. Roth 401K (12)	4,166,667	(13)	4,166,667	0	*	%
Growth Ventures, Inc.	8,333,333	(15)	8,333,333	0	*	%
Pension Plan & Trust (12)						
High Speed Aggregate, Inc. (16)	8,333,333	(17)	8,333,333	0	*	%
Interactive Investors Inc. (18)	15,000,000	(19)	15,000,000	0	*	
Sandor Capital Master Fund LLP (20)	30,000,000	(21)	30,000,000	0	*	
Stetson Capital Investments, Inc. (22)	2,250,000	(23)	2,250,000	0	*	
Melechdavid Inc. (24)	11,250,000	(25)	11,250,000		*	
Paradox Capital Partners LLC (26)	1,500,000	(27)	1,500,000	0	*	
Jonathan Honig	30,000,000	(28)	30,000,000	0	*	
Kim Gloystein IRA	3,670,938	(29)	3,670,938	0	*	
James W. Huebner IRA	1,111,112	(30)	1,111,112	0	*	
Rodney D. Cerny R/O IRA	1,666,667	(31)	1,666,667	0	*	
Robert L. Burrell & Cecelia S. Burrell	555,556	(32)	555,556	0	*	
Brian McMahon	1,111,112	(33)	1,111,112	0	*	
Michael E. Donnelly	1,602,009	(34)	1,602,009	0	*	
William E. Moreland	16,666,667	(35)	16,666,667	0	*	
Shane T. Peterson SEP IRA	1,111,112	(36)	1,111,112	0	*	
Robert N. Nieder	1,111,112	(37)	1,111,112	0	*	
Vicki D.E. Barone IRA	666,667	(38)	666,667	0	*	
Kent J. Lund R/O IRA	1,388,889	(39)	1,388,889	0	*	
John J. Kopel & Laura A. Kopel JTWROS	1,388,889	(40)	1,388,889	0	*	
Todd Burmeister	555,556	(41)	555,556	0	*	
John D. Kucera IRA	555,556	(42)	555,556	0	*	
Bradley Brent Harsin	555,556	(43)	555,556	0	*	
James D. Bauer	2,222,223	(44)	2,222,223	0	*	
Steve Foley	2,059,385	(45)	2,059,385	0	*	
Jonathan B. Kruljac	2,479,223	(46)	2,479,223	0	*	
Jonathan B. Kruljac IRA	444,445	(47)	444,445	0	*	
Jerry W. Peterson IRA	833,334	(48)	833,334	0	*	
Andrea J. Kidd R/O IRA	666,667	(49)	666,667	0	*	
Margaret Bathgate	5,555,556	(50)	5,555,556	0	*	
John D. Gibbs	6,666,667	(51)	6,666,667	0	*	
Greg Roskopf	1,388,889	(52)	1,388,889	0	*	
Robert Perry	2,777,778	(53)	2,777,778	0	*	
Joseph May	2,777,778	(54)	2,777,778	0	*	

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Nick Rudden	1,388,889	(55)	1,388,889	0	*	
P&B Evans Family LLP (56)	1,388,889	(57)	1,388,889	0	*	
Marjorie M. Rudden	555,556	(58)	555,556	0	*	
Volcano Fund, LLC (59)	5,555,556	(60)	5,555,556	0	*	
John A. Williams	5,555,556	(61)	5,555,556	0	*	
Claude Berreckman	833,334	(62)	833,334	0	*	
Jim Jacobs	555,556	(63)	555,556	0	*	
Steven M. Bathgate IRA	2,777,778	(64)	2,777,778	0	*	
Steve Bathgate	374,958	(65)	374,958	0	*	
Vicki Barone	670,662	(66)	670,662	0	*	
Richard Huebner	8,001,324	(67)	8,001,324	0	*	
Andrea Kidd	66,600	(68)	66,600	0	*	
Nancy Stratton	16,650	(69)	16,650	0	*	
Anita Dudley	16,650	(70)	16,650	0	*	
TriPower Resources LLC (71)	199,800	(72)	199,800	0	*	
Jill Strauss	3,750,000	(73)	3,750,000	0	*	
Barry Honig	15,000,000	(74)	15,000,000	0	*	
Suzanne Adams	22,500,000	(75)	22,500,000	0	*	
GRQ Consultants Inc. (76)	62,488,447	(77)	30,054,611	32,433,836	2.18	%
Matt Kelsall	133,200	(78)	133,200	0	*	

* less than 1%

(1) This number assumes each Selling Security Holder sells all of its shares being offered pursuant to this prospectus.

Iconic Hospitality, Ltd. (Iconic Hospitality”) is a limited liability company organized and existing under the laws of

(2) Canada. Farzin Ferdosi is the Managing Member of Iconic Hospitality and has voting and investment power over the shares beneficially owned by Iconic Hospitality.

(3) Includes 6,666,667 warrants to purchase shares of common stock at an exercise price of \$0.015.

Village Square, S.C., LLC (Village Square”) is a limited liability company organized and existing under the laws of

(4) the State of Colorado. Tim Brasel is the Managing Member of Village Square and has voting and investment power over the shares beneficially owned by Village Square.

- (5) Includes 3,333,333 warrants to purchase shares of common stock at an exercise price of \$0.015.
 - (6) Includes 6,666,667 warrants to purchase shares of common stock at an exercise price of \$0.015.
 - (7) Includes 800,000 warrants to purchase shares of common stock at an exercise price of \$0.015.
- Caesar Capital Group, LLC, is a limited liability company organized and existing under the laws of the State of
- (8) Texas (“Caesar Capital”). Michael Woloshin is the Managing Member of Caesar Capital and as such, maintains sole dispositive voting power over the securities held by Caesar Capital.
 - (9) Includes 15,000,000 shares of common stock and 7,500,000 shares purchased in a private transaction.
- ARRG Corp. is a corporation organized and existing under the laws of the State of New York (“ARRG”). Edward
- (10) Spiegel is the Chief Executive Officer of ARRG and as such, maintains sole dispositive voting power over the securities held by ARRG.
 - (11) Includes 15,000,000 shares of common stock and 7,500,000 warrants purchased in a private transaction.
- Growth Ventures, Inc. is a corporation organized and existing under the laws of the State of Colorado (“Growth
- (12) Ventures”). Gary McAdams is the Chief Executive Officer of Growth Ventures and as such, maintains sole dispositive voting power over the securities held by Growth Ventures.
 - (13) Includes 4,166,667 shares received in consideration for the cancellation of previously outstanding warrants.
- (14)
Reserved.
- (15) Includes 8,333,333 shares received in consideration for the cancellation of previously outstanding warrants.
- High Speed Aggregate, Inc. is a corporation organized and existing under the laws of the State of Colorado
- (16) (“HSA”). Jeff P. Phoen is the Chief Executive Officer of HSA and as such, maintains sole dispositive voting power over the securities held by HSA.
 - (17) Includes 8,333,333 shares received in consideration for the cancellation of previously outstanding warrants.
- Interactive Investors Inc. is a corporation organized and existing under the laws of the State of Florida
- (18) (“Interactive”). Adrian James is the Chief Executive Officer of Interactive and as such, maintains sole dispositive voting power over the securities held by Interactive.
 - (19) Includes 10,000,000 shares of common stock and 5,000,000 shares underlying warrants. 10,000,000 shares of common stock and 5,000,000 shares underlying warrants are being registered hereunder.
- Sandor Capital Master Fund LLP is a limited liability partnership organized and existing under the laws of the
- (20) State of Texas (“Sandor”). John S. Lemak is the Manager of Sandor, and as such, maintains sole dispositive voting power over the securities held by Sandor.
 - (21) Includes 20,000,000 shares of common stock and 10,000,000 shares underlying warrants. 20,000,000 shares of common stock and 10,000,000 shares underlying warrants are being registered hereunder.
- Stetson Capital Investments, Inc. is a corporation organized and existing under the laws of the State of Florida
- (22) (“Stetson”). John Stetson is the Chief Executive Officer of Stetson and as such, maintains sole dispositive voting power over the securities held by Stetson.
 - (23) Includes 1,500,000 shares of common stock and 750,000 shares underlying warrants. 1,500,000 shares of common stock and 750,000 shares underlying warrants are being registered hereunder.
- Melechdavid Inc. is a corporation organized and existing under the laws of the State of Florida (“Melechdavid”).
- (24) Mark Groussman is the Chief Executive Officer of Melechdavid and as such, maintains sole dispositive voting power over the securities held by Melechdavid.
 - (25) Includes 7,500,000 shares of common stock and 3,750,000 shares underlying warrants. 7,500,000 shares of common stock and 3,750,000 shares underlying warrants are being registered hereunder.
- Paradox Capital Partners LLC, is a limited liability company organized and existing under the laws of the State of
- (26) North Carolina (“Paradox”). Harvey Kesner is the Manager of Paradox and as such, maintains sole dispositive voting power over the securities held by Paradox.
 - (27) Includes 1,000,000 shares of common stock and 500,000 shares underlying warrants. 1,000,000 shares of common stock and 500,000 shares underlying warrants are being registered hereunder.
 - (28) Includes 20,000,000 shares of common stock and 10,000,000 shares underlying warrants. 20,000,000 shares of common stock and 10,000,000 shares underlying warrants are being registered hereunder.

- (29) Includes 3,670,938 shares of common stock received for the cancellation of outstanding warrants.
- (30) Includes 1,111,112 shares of common stock received for the cancellation of outstanding warrants.
- (31) Includes 1,666,667 shares of common stock received for the cancellation of outstanding warrants.
- (32) Includes 555,556 shares of common stock received for the cancellation of outstanding warrants.
- (33) Includes 1,111,112 shares of common stock received for the cancellation of outstanding warrants.
- (34) Includes 1,602,009 shares of common stock received for the cancellation of outstanding warrants.
- (35) Includes 16,666,667 shares of common stock received for the cancellation of outstanding warrants.
- (36) Includes 1,111,112 shares of common stock received for the cancellation of outstanding warrants.
- (37) Includes 1,111,112 shares of common stock received for the cancellation of outstanding warrants.
- (38) Includes 666,667 shares of common stock received for the cancellation of outstanding warrants.
- (39) Includes 1,388,889 shares of common stock received for the cancellation of outstanding warrants.
- (40) Includes 1,388,889 shares of common stock received for the cancellation of outstanding warrants.
- (41) Includes 555,556 shares of common stock received for the cancellation of outstanding warrants.
- (42) Includes 555,556 shares of common stock received for the cancellation of outstanding warrants.
- (43) Includes 555,556 shares of common stock received for the cancellation of outstanding warrants.
- (44) Includes 2,222,223 shares of common stock received for the cancellation of outstanding warrants.
- (45) Includes 2,777,778 shares of common stock received for the cancellation of outstanding warrants.
- (46) Includes 2,059,385 shares of common stock received for the cancellation of outstanding warrants.
- (47) Includes 444,445 shares of common stock received for the cancellation of outstanding warrants.
- (48) Includes 833,334 shares of common stock received for the cancellation of outstanding warrants.
- (49) Includes 666,667 shares of common stock received for the cancellation of outstanding warrants.
- (50) Includes 5,555,556 shares of common stock received for the cancellation of outstanding warrants.
- (51) Includes 6,666,667 shares of common stock received for the cancellation of outstanding warrants.
- (52) Includes 1,388,889 shares of common stock received for the cancellation of outstanding warrants.
- (53) Includes 2,777,778 shares of common stock received for the cancellation of outstanding warrants.
- (54) Includes 2,777,778 shares of common stock received for the cancellation of outstanding warrants.
- (55) Includes 1,388,889 shares of common stock received for the cancellation of outstanding warrants.

P&B Evans Family LLP is a limited liability partnership organized and existing under the laws of the State of

- (56) Colorado ("P&B"). Brent Evans is the Manager of P&B and as such, maintains sole dispositive voting power over the securities held by P&B.

- (57) Includes 1,388,889 shares of common stock received for the cancellation of outstanding warrants.

- (58) Includes 555,556 shares of common stock received for the cancellation of outstanding warrants.

Volcano Fund, LLC is a limited liability company organized and existing under the laws of the State of Colorado

- (59) ("Volcano"). Dan Rudden is the Manager of Volcano and as such, maintains sole dispositive voting power over the securities held by Volcano.

- (60) Includes 5,555,556 shares of common stock received for the cancellation of outstanding warrants.

- (61) Includes 5,555,556 shares of common stock received for the cancellation of outstanding warrants.

- (62) Includes 833,334 shares of common stock received for the cancellation of outstanding warrants.

- (63) Includes 555,556 shares of common stock received for the cancellation of outstanding warrants.

- (64) Includes 2,777,778 shares of common stock received for the cancellation of outstanding warrants.

- (65) Includes 374,958 shares of common stock received for the cancellation of outstanding warrants.

- (66) Includes 670,662 shares of common stock received for the cancellation of outstanding warrants.

- (67) Includes 8,001,324 shares of common stock received for the cancellation of outstanding warrants.

- (68) Includes 66,600 shares of common stock received for the cancellation of outstanding warrants.

- (69) Includes 16,650 shares of common stock received for the cancellation of outstanding warrants.

- (70) Includes 16,650 shares of common stock received for the cancellation of outstanding warrants.

TriPower Resources LLC is a limited liability company organized and existing under the laws of the State of
(71) Oklahoma (“TriPower”). John Gibbs is the Manager of TriPower and as such, maintains sole dispositive voting power over the securities held by TriPower.

(72) Includes 199,800 shares of common stock received for the cancellation of outstanding warrants.

(73) Includes 2,500,000 shares of common stock and 1,250,000 shares underlying warrants. 2,500,000 shares of common stock and 1,250,000 shares underlying warrants are being registered hereunder.

(74) Includes 10,000,000 shares of common stock and 5,000,000 shares underlying warrants. 10,000,000 shares of common stock and 5,000,000 shares underlying warrants are being registered hereunder.

(75) Includes 15,000,000 shares of common stock and 7,500,000 shares underlying warrants. 15,000,000 shares of common stock and 7,500,000 shares underlying warrants are being registered hereunder.

GRQ Consultants Inc. is a corporation organized and existing under the laws of the State of Florida (“GRQ”). Barry
(76) Honig is the Chief Executive Officer of GRQ and as such, maintains sole dispositive voting power over the securities held by GRQ.

(77) Includes 62,488,447 shares received pursuant to a consulting agreement, 30,054,611 shares of which are being registered hereunder.

(78) Includes 133,200 shares of common stock received for the cancellation of outstanding warrants.

PLAN OF DISTRIBUTION

The 305,000,000 shares being offered for resale in this registration statement include: (i) 43,750,000 shares underlying warrants held by certain shareholders who purchased common stock purchase warrants in private transactions (the “Investor Warrants”); (ii) 2,950,000 shares underlying warrants issued to consultants for services rendered pursuant to consulting agreements (the “Consultant Warrants”, and together with the shares underlying the Investor Warrants, the “Warrant Shares”); (iii) 146,204,181 shares of common stock issued to former warrant holders in exchange for the cancellation of previously outstanding warrants; and (iv) 112,095,819 shares of common stock issued to certain investors in private placement transactions.

The Selling Security Holders and any of its respective pledges, donees, assignees and other successors-in-interest may, from time to time, sell any or all of their shares of our common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. The Selling Security Holders may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

· block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;

- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

broker-dealers may agree with the Selling Security Holders to sell a specified number of such shares at a stipulated price per share;

through the writing of options on the shares;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

The Selling Security Holders or their respective pledgees, donees, transferees or other successors in interest, may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or their customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the Selling Security Holders and/or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both, which compensation as to a particular broker-dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that a Selling Security Holder will attempt to sell shares of Common Stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. The Selling Security Holders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the Selling Security Holders. In addition, the Selling Security Holders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus are underwriters” as that term is defined under the Securities Act or the Exchange Act, or the rules and regulations under such acts. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a Selling Security Holder. The Selling Security Holders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

The Selling Security Holders may from time to time pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or any other applicable provision of the Securities Act amending the list of Selling Security Holders to include the pledgee, transferee or other successors in interest as a Selling Security Holder under this prospectus.

The Selling Security Holders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of Selling Security Holders to include the pledgee, transferee or other successors in interest as a Selling Security Holder under this prospectus.

We are required to pay all fees and expenses incident to the registration of the shares of common stock. Otherwise, all discounts, commissions or fees incurred in connection with the sale of our common stock offered hereby will be paid by the Selling Security Holders.

The Selling Security Holders acquired the securities offered hereby in the ordinary course of business and have advised us that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their shares of common stock, nor is there an underwriter or coordinating broker acting in connection with a proposed sale of shares of common stock by any Selling Security Holder. We will file a supplement to this prospectus if a Selling Security Holder enters into a material arrangement with a broker-dealer for sale of common stock being registered. If the Selling Security Holders use this prospectus for any sale of the shares of common stock, they will be subject to the prospectus delivery requirements of the Securities Act.

Pursuant to a requirement by the Financial Industry Regulatory Authority, or FINRA, the maximum commission or discount to be received by any FINRA member or independent broker/dealer may not be greater than eight percent (8%) of the gross proceeds received by us for the sale of any securities being registered pursuant to SEC Rule 415 under the Securities Act. The anti-manipulation rules of Regulation M under the Exchange Act, may apply to sales of our common stock and activities of the Selling Security Holders. The Selling Security Holders will act independently of us in making decisions with respect to the timing, manner and size of each sale.

We will pay all expenses incident to the registration, offering and sale of the shares of our common stock to the public hereunder other than commissions, fees and discounts of underwriters, brokers, dealers and agents. If any of these other expenses exists, we expect the Selling Security Holders to pay these expenses. We have agreed to indemnify the Selling Security Holders against certain liabilities, including liabilities under the Securities Act. We estimate that the expenses of the offering to be borne by us will be approximately \$30,000. We will not receive any proceeds from the resale of any of the shares of our common stock by the Selling Security Holders.

Pursuant to a requirement by the Financial Industry Regulatory Authority, or FINRA, the maximum commission or discount to be received by any FINRA member or independent broker/dealer may not be greater than eight percent (8%) of the gross proceeds received by us for the sale of any securities being registered pursuant to SEC Rule 415 under the Securities Act.

The anti-manipulation rules of Regulation M under the Exchange Act, may apply to sales of our common stock and activities of the Selling Security Holders. The Selling Security Holders will act independently of us in making decisions with respect to the timing, manner and size of each sale.

We will pay all expenses incident to the registration, offering and sale of the shares of our common stock to the public hereunder other than commissions, fees and discounts of underwriters, brokers, dealers and agents. If any of these other expenses exists, we expect Southridge to pay these expenses. We have agreed to indemnify Southridge and its controlling persons against certain liabilities, including liabilities under the Securities Act. We estimate that the expenses of the offering to be borne by us will be approximately \$30,000. We will not receive any proceeds from the resale of any of the shares of our common stock by Southridge. We may, however, receive proceeds from the sale of our common stock under the Equity Purchase Agreement.

DESCRIPTION OF SECURITIES TO BE REGISTERED

General

Our authorized capital stock consists of 2,500,000,000 shares of common stock, par value \$0.001 (1,487,820,172 of which are issued and outstanding as of August 28, 2012), 5,000,000 Shares of Series A Convertible Preferred Stock (of which none are issued and outstanding as of August 28, 2012), 51 shares of Series B Preferred Stock (51 of which are issued and outstanding as of August 28, 2012), 500 shares of Series C Preferred Stock (0 of which are issued and outstanding as of August 28, 2012). The Company also has 10,000 shares of blank check preferred stock authorized, 9,449 shares of which are undesignated as of August 28, 2012. Our preferred stock and/or common stock may be issued from time to time without prior approval by our stockholders. Our preferred stock and/or common stock may be issued for such consideration as may be fixed from time to time by our board of directors. Our board of directors may issue such shares of our preferred stock and/or common stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions.

Common Stock

The Company, a Nevada corporation, is authorized to issue 2,500,000,000 shares of common stock, \$0.001 par value. The holders of common stock: (i) have equal rights to dividends from funds legally available therefore, ratably when as and if declared by the Company's Board of Directors; (ii) are entitled to share ratably in all assets of the Company available for distribution to holders of common stock upon liquidation, dissolution, or winding up of the affairs of the Company; (iii) do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions applicable thereto; (iv) are entitled to one non-cumulative vote per share of common stock, on all matters which shareholders may vote on at all meetings of shareholders; and (v) the holders of common stock have no conversion, preemptive or other subscription rights. There is no cumulative voting for the election of directors. As of August 28, 2012, there were 1,487,820,172 shares of common stock outstanding. Each holder of our common stock is entitled to one vote for each share of our common stock held on all matters submitted to a vote of stockholders.

Series A Convertible Preferred Stock

As of August 28, 2012, there were 5,000,000 shares of Series A Convertible Preferred Stock designated and 0 shares of Series A Convertible Preferred Stock issued and outstanding. According to the Certificate of Designation filed with the Nevada Secretary of State, these shares are non-voting, and have no dividend or liquidation rights. Each share is convertible into two hundred (200) shares of common stock, provided, however, no holder of the Series A Convertible preferred stock will have the right to convert any of such shares to the extent that after giving effect to such conversion, the beneficial owner of such shares would beneficially own in excess of 4.9% of the shares of the common stock outstanding immediately after giving effect to such conversion.

Series B Preferred Stock

As of August 28, 2012, there were 51 shares of Series B Preferred Stock designated and 51 shares of Series B Preferred Stock issued and outstanding. According to the Certificate of Designation filed with the Nevada Secretary of State, these shares have no dividend rights, liquidation rights on a pro rata basis, no conversion rights and rank senior to the Company's common stock. Each one (1) share of Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total issued and outstanding common stock eligible to vote at the time of the respective vote (the Numerator") *divided by* (y) 0.49, *minus* (z) the Numerator. The 51 shares of Series B Preferred Stock entitle the holders to voting rights equivalent to 51% of the shares of common stock then outstanding.

Series C Convertible Preferred Stock

As of August 28, 2012, there were 500 shares of Series C Preferred Stock and 0 shares of Series C Preferred Stock issued and outstanding. According to the Certificate of Designation filed with the Nevada Secretary of State, these shares have the following rights, designations and preferences:

Stated Value: The stated value per share of the Series C Convertible Preferred Stock is \$1,000.00

Voting Rights: The holders of the Series C Convertible Preferred Stock are not entitled to vote with the Company's common stockholders.

Protective Provisions: As long as any Series C Convertible Preferred Stock is outstanding, we are prohibited from taking any of the following actions without the consent of a majority of the then outstanding Series C Convertible Preferred Stock:

- (i) alter or change adversely the powers, preferences or rights given to the Series C Convertible Preferred Stock;
- (ii) alter or amend the certificate of designation;
- (iii) authorize or create any class of stock ranking as to dividends or distribution of assets upon a liquidation or otherwise senior to or pari passu with the Series C Convertible Preferred Stock;

- (iv) amend its certificate of incorporation, bylaws or other charter documents so as to affect adversely any rights of any holders of the Series C Convertible Preferred Stock;
- (v) increase the authorized or designated number of shares of Series C Convertible Preferred Stock;
- (vi) issue any additional shares of Series C Convertible Preferred Stock; or
- (vii) enter into any agreement with respect to the foregoing.

Voluntary Conversion: A holder of Series C Convertible Preferred Stock can elect to convert its Series C Convertible Preferred Stock into shares of our common stock at any time from and after the Original Issue Date (as defined in the certificate of designation). Each share of Series C Convertible Preferred Stock is convertible into that number of shares of our common stock determined by dividing the stated value of such share of Series C Convertible Preferred Stock (as increased for accrued dividends) by the conversion price.

Conversion Price: The conversion price is the higher of (i) \$0.01 and (ii) such price that is a 50% discount to the average of the low 2 closing bid prices for the Company's common stock for the five trading days immediately prior to such day that a holder delivers a notice of conversion to the Company, subject to adjustment.

The summary of the rights, privileges and preferences of the Series C Convertible Preferred Stock described above is qualified in its entirety by reference to the certificate of designation, a copy of which is attached as an exhibit to this report and is incorporated herein by reference.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The financial statements of the Company included in this prospectus and in the registration statement have been audited by Berman & Company, P.A., Certified Public Accountants, to the extent and for the period set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

The validity of the issuance of the common stock hereby will be passed upon for us by Lucosky Brookman LLP.

DESCRIPTION OF BUSINESS

General

Headquartered in Denver, Colorado, MusclePharm Corporation (“MusclePharm” or the “Company”) is an expanding healthy lifestyle company that develops and manufactures a full line of scientifically approved (Informed Choice approved) nutritional supplements that are 100% free of any banned substances. Based on years of research, MusclePharm products are created through an advanced six-stage research protocol involving the expertise of top nutritional scientists. These products are field tested by more than 100 elite professional athletes from various sporting organizations including the National Football League, mixed martial arts, and Major League Baseball. The Company’s award-winning proprietary products address all categories of an active lifestyle including, muscle building, weight loss and maintaining general fitness through a daily nutritional supplement regimen. MusclePharm is a marketing and branding company. It does not directly manufacturer or ship to end user customers. We extend and market the brand while innovating and distributing new products. Our customers are re-sellers of our products.

The Company's headquarters in Denver, CO, features has a state-of-the-art exercise and weight lifting facility, with a full size octagon UFC™ fighting cage, an indoor football field, cardio work-out equipment and a state-of-the-art on-site medical department, complete with equipment for measuring and conducting clinical studies and supporting athletes. A staff team of medical and clinical professionals is on hand to assist with training. Additionally, during the second quarter of 2012, the Company opened operation in Ontario, Canada, through its subsidiary MusclePharm Canada, Inc. MusclePharm products are sold in over 120 countries and available in over 10,000 U.S. retail outlets, including Wal-Mart, Dicks Sporting Goods, GNC, Vitamin Shoppe, and Vitamin World. The Company also sells its products in over 100 online stores, including bodybuilding.com, amazon.com and vitacost.com.

Business Strategy

Our primary focus at the current time is on the following:

- (1) Increase our distribution and sales through domestic and international growth and market penetration;
- (2) Conduct additional testing of the safety and efficacy of our products and create new products; and
- (3) Create marketing and branding opportunities through endorsements, sponsorships and brand extensions to increase brand awareness.

The Sports Nutrition and High Energy Supplement Market

The sports nutrition and high energy supplement market is comprised of sports beverages, sports food and sports supplements. According to BCC Research's 2008 Global Research Report, sports beverages maintain the largest market share, with approximately \$24.9 billion in annual sales in 2007. The sports food segment had approximately \$1.2 billion in annual sales and the sports supplement segment saw 2007 annual sales of approximately \$1.1 billion. BCC projected that the sports supplement market would reach \$2.3 billion by 2013.

According to BCC Research, the United States is the largest consumer market for sports nutrition products, with annual sales reaching approximately \$22 billion in 2007, and projected sales of \$29 billion in 2013. Western Europe and Japan are the second and third largest consumers. The key market drivers for sports nutrition products are taste, price, variety and brand loyalty. In recent years, the consumption of sports nutrition products has shifted to mainstream consumers who have become the key drivers of growth within the industry.

Current Products

We currently offer seventeen (17) high-quality, specially-formulated, athlete-focused supplement products. These include: Assault™, Armor-V, Battle Fuel™, Bullet Proof®, Combat Powder®, MuscleGel®, Shred Matrix®, Re-con®, BCAA 3:1:2™, Glutamine™, Creatine™, Casein™, CLA Core™, ZMA Max™, Hybrid - NO™. We are also currently beta-testing private label products Recover Elite™ and Perform Elite™ under the MMA Elite™ name. These products are planned for direct distribution to Wal-Mart and Walgreens in the future. Our products are comprised of amino acids, herbs and proteins scientifically tested and proven as safe and effective for the overall health of athletes. These nutritional supplements were created to enhance the effects of workouts, repair muscles, and nourish the body for optimal physical fitness. The following is a brief description of each of our products:

Assault™

Pre-Performance Amplifier

- Fuel power for long-lasting energy;
- Enhance focus; and
- Build lean muscle mass.

Assault™ helps fight fatigue, boost performance, build muscle, increase intensity, hydrate muscles and feed them valuable, clinically-proven nutrients like ConCrete, Beta Alanine, BCAAs and Cinnulin. Our team of sports medicine specialists worked with top professional athletes to create a safe pre-workout that increases strength, aerobic and anaerobic performance, reduces stomach fat and meets all regulations when it comes to being free of banned substances. Assault™ is specifically designed for performance-boosting pre-workout power.

Battle Fuel™

Maximizes Workout Performance with No Side Effects

- Increases aggression and focus;
- Boosts testosterone and feeds anabolism; and
- promotes cellular health and recovery.

Battle Fuel™ helps athletes increase lean mass and strength, improve endurance and energy levels, naturally detoxify and enhance aggressive mental focus. Battle Fuel™ is an herbal formula that improves testosterone levels to drive strength, power and lean muscle mass development. An intense combination of cleansing agents and natural elements reduce fatigue and improve cellular immunity.

Bullet Proof™

Advanced Nighttime Recovery System

- Promotes deep sleep to maximize repair;

- Optimizes anabolic/anti-catabolic environment; and
- Stimulates growth hormone/testosterone output.

Bullet Proof™ helps increase recovery effectiveness and hormonal up-regulation, improve lean muscle tissue growth and help relieve some forms of pain. Deep nourishing sleep is an athlete's best friend for the long-term building of strength, mass and speed. During this rest period, key ingredients like our proprietary blend of essential amino acids, Beta Alanine and zinc magnesium aspartate (ZMA) are hard at work repairing tissue and staving off muscle breakdown. Other ingredients boost your immune system and reduce swelling, preparing the body for that next hard workout.

Combat™

Feeds Muscle Up To 8 Hours

- Technologically advanced protein super-food;
- Enhances digestion of nutrients; and
- Maximizes adaptive response to hard training.

Combat™ helps you: receive 25 grams of high quality protein, fuel fat loss, support healthy body composition, nourish lean muscle and speed recovery. Combat™ is designed to help fill that gap in nutrition many athletes and super-active people experience, to ensure their bodies are growing and recovering. The staggered absorption rate of the five different protein components guarantees a complete 8-hour nutrient infusion.

Re-con®

Post-Workout Recharger

- Optimize an athlete's "anabolic window";
- Promote post workout growth & repair; and
- Replenish vital nutrients.

Re-con ® helps athletes recover quicker and more effectively, repair muscle cells, feed the body nutrients and grow stronger with ingredients like base-change amino acids (BCAAs), essential amino acid complexes (EAAs), cellular detoxifiers, muscle-loading carbohydrates and stress hormone regulators. This maximizes an athlete's anabolic window, the post-workout phase where the body repairs and rebuilds tissue. Re-con® nourishes and promotes growth from every angle, delivering proteins and nutritious elements in their ideal forms. Recon® provides muscle reconstruction nutrition.

MuscleGel®

Delicious On-The-Go Protein and Nutrition

- Stay leaner and be healthier;
- Proteins absorbs into the athlete's body easier; and
- Nutritious and easy to enjoy.

MuscleGel® helps athletes receive more of the nutrients the body needs every day, shed pounds and fat and enjoy the convenience of the ready-to-eat packs. Packed full of different proteins like "building block" amino acids, MuscleGel's® patented gel format yields a fast-absorbing, highly bio-available source of next generation fitness food. For protein, carbohydrates and vitamins, MuscleGel® delivers. It works on-the-go, fills you up quickly and streams right to those parts of the athlete's body where nutrients are needed most.

SHRED Matrix®

Multi-Level Weight Loss System

- Ramps up your metabolism;
- Suppresses hunger and cravings; and
- Burns fat through all-natural herbs.

SHRED Matrix ® helps burn fat naturally, counteract mood swings and help athletes stay focused on weight loss and results. This 8-Stage Weight Loss System is for people who exercise regularly. As a total body diet, it sheds pounds, burns fat cells and attacks fat loss from every angle. Proven ingredients like Sugar Stop™ and the enzyme aid matrix also keep your appetite in check. The formula is tuned so athletes won't experience "jitters" or a crash.

Armor-V™

Advanced Multi-Vitamin Complex

- Complete source of vitamins and minerals;
- Total immune system support; and
- Added B vitamins and probiotics.

Armor-V™ helps athletes receive a full dose of important vitamins and minerals, keep vital organs like the liver clean of toxins, recover faster and keep the body's hormones balanced. This system was designed to meet the standards of professional athletes, who need a dedicated source of vitamins and minerals. Loaded with anti-oxidants and system optimizers derived from fruits and vegetables, Armor V™ brings together organic, herbal and natural ingredients into a multi-nutrient complex that benefits active bodies.

BCAA™

Rapidly Absorbed Branched Chain Amino Acid Complex

- Delivers BCAAs before and after workout;
- Minimizes muscle damage; and
- 100% pharmaceutical grade.

BCAA™ helps you: receive ideal amounts of BCAAs, Leucine, Isoleucine and Valine from this patented ratio of 3:1:2, promote muscle development and maintenance, increase lean body mass and spur weight loss. BCAAs are part of the group of essential amino acids a body needs. Our patented 3:1:2 ratio is designed to release the ideal amounts of each amino acid both before and after a workout. This prevents muscle breakdown and leads to gains in body mass without losing weight.