
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

July 7, 2017

Date of report (date of earliest event reported)

MusclePharm Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdictions of
incorporation or organization)

000-53166
(Commission
File Number)

77-0664193
(I.R.S. Employer
Identification Nos.)

4721 Ironton Street, Building A
Denver, Colorado 80239
(Address of principal executive offices) (Zip Code)

(303) 396-6100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by a check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 7, 2017, the board of directors of MusclePharm Corporation (the “Company”), appointed Mr. John J. Desmond and Mr. Brian Casutto to the Company’s board of directors. Mr. Desmond will serve as Chairman of the board’s Audit Committee and Governance Committee. He will also serve as a member of the Company’s Compensation Committee and Nominating Committee. Mr. Desmond satisfies the independence criteria for Audit Committee members as set forth in Rule 10A-3 under the Securities Exchange Act. Mr. Casutto currently serves as the Company’s Executive Vice President of Sales and Operations and accordingly does not qualify as an “independent director.” Mr. Casutto’s specific committee appointments will be determined at a later date.

Mr. Desmond was Partner-in-Charge of the Long Island office of Grant Thornton LLP from 1988 through his retirement from the firm in 2015, having served over 40 years in the public accounting industry. At Grant Thornton LLP, Mr. Desmond's experience included among other things, serving as lead audit partner for many public and privately-held companies. Mr. Desmond was elected by the U.S. Partners of Grant Thornton LLP to be a Partnership Board member from 2001 through 2013. The Partnership Board was responsible for oversight of many of the firm's activities including strategic planning, the performance of the senior leadership team and financial performance. Mr. Desmond holds a B.S. degree in Accounting from St. John's University and is a certified public accountant. Mr. Desmond currently serves on the board of directors of The First of Long Island (NASDAQ: FLIC) and its wholly owned bank subsidiary, The First National Bank of Long Island, and has been a director since October 2016. Because of his significant experience in corporate governance, banking, strategic planning, business leadership, organizational management and business operations, accounting and financial reporting, finance, mergers and acquisitions, legal and regulatory, we believe that Mr. Desmond is well qualified to serve on our board of directors.

Mr. Casutto was appointed to the role of Executive Vice President of Sales & Operations in July of 2015. Prior to that, Mr. Casutto joined MusclePharm in June of 2014 to lead product development and brand positioning of the recently announced Natural Series. From 1997 to 2014, Mr. Casutto served as Executive Vice President, Sales for Country Life, LLC. Because of his experience in running and developing nutritional supplement companies, we believe that Mr. Casutto is well qualified to serve on our board of directors.

Mr. Desmond will be compensated for his respective services at the same level as other non-employee directors of the Company, pursuant to the Company’s Non-Employee Director Compensation Program. Mr. Casutto will not receive any additional compensation (other than is normal salary as the Company’s Executive Vice President of Sales and Operations) for his service on the Company’s board of directors.

Except for the aforementioned appointments, there have been no transaction or currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds \$120,000, and which Mr. Desmond had will have a direct or indirect material interest since the beginning of the Company’s last fiscal year.

Messrs. Desmond and Casutto will be nominated and stand for election to the Company’s board of directors at the Company’s annual meeting scheduled for September 14, 2017.

Item 7.01

On July 13, 2017, the Company issued a press release announcing the foregoing event. The press release which is attached to this report as Exhibit 99.1 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section and shall not be deemed incorporated by reference into any of the Company’s registration statements or other filings with the Securities and Exchange Commission, except as shall be expressly set forth by specific reference in such filing.

Item 9.01

(d) Exhibits

Exhibit No.

[99.1](#) MusclePharm Corporation Press Release issued July 12, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MUSCLEPHARM CORPORATION

Date: July 13, 2017

By: /s/ Ryan Drexler

Name: Ryan Drexler

Title: Chief Executive Officer and President

EXHIBIT INDEX

Exhibit No.
[99.1](#)

Description
MusclePharm Corporation Press Release issued July 13, 2017



MusclePharm Appoints New Members to its Board of Directors

DENVER, July 13, 2017 -- MusclePharm Corporation (OTCQB: MSLP) ("MusclePharm" or the "Company"), a scientifically-driven, performance lifestyle sports nutrition company, today announced two new appointments to its Board of Directors, including John J. Desmond, a certified public accountant with more than 40 years of public accounting industry experience, and Brian Casutto, MusclePharm's Executive Vice President of Sales & Operations. The appointments are effective July 7, 2017, expanding the board to four directors.

Mr. Desmond, as an independent board member, will serve as Chairman of the Audit Committee and Governance Committee, and will serve as a member of the Compensation Committee and Nominating Committee. Mr. Casutto's specific committee appointments will be determined at a later date.

Mr. Desmond was Partner-in-Charge of the Long Island office of Grant Thornton LLP from 1988 through his retirement from the firm in 2015. At Grant Thornton, Mr. Desmond served as lead audit partner for many public and privately-held companies. From 2001 to 2013, Mr. Desmond was elected by the U.S. Partners of Grant Thornton as a member of its Partnership Board, which was responsible for oversight of many of the firm's activities including strategic planning, senior leadership team performance and the firm's financial performance. Mr. Desmond currently serves on the board of The First of Long Island (NASDAQ: FLIC) and its wholly owned bank subsidiary, The First National Bank of Long Island.

Mr. Desmond, Chairman of the Audit Committee and Governance Committee, commented, "MusclePharm is a leader in the nutritional supplement market and has an excellent track record of introducing new and innovative products that are the gold-standard in the industry. I am excited to align myself with the Company as it embarks on a new chapter in its evolution and look forward to helping management advance its strategic plan to reach a wider customer base and build shareholder value."

Mr. Casutto joined MusclePharm in June 2014 to lead product development and brand positioning of the recently launched Natural Series, and was appointed to the role of Executive Vice President of Sales & Operations in July of 2015. Prior to joining MusclePharm, he served as Executive Vice President of Sales for Country Life, LLC. During his tenure there, Country Life's parent company, Kikkoman Corp, appointed him to the Board of Directors, Country Life (2007 - May 2014) and Board of Directors, Allergy Research Group (2009 - May 2014).

Mr. Casutto, Executive Vice President of Sales & Operations, commented, "Since joining MusclePharm I have seen the Company undergo a major evolution into a dynamic, financially strong leader in the supplement market. I am proud to be asked to join the Board of Directors at such an exciting time in the Company's development as it ramps up its share of the organic market, driven by our new line of Natural Series products, and explores new geographies to launch its products."

"We are pleased to welcome John and Brian to our Board of Directors," commented Ryan Drexler, President and Chief Executive Officer of MusclePharm. "John's financial expertise, highlighted by more than 40 years of experience working with growing companies like MusclePharm, will be an enormous asset to our Board of Directors as we scale our operations. Brian has been instrumental in getting the Company to where it is today and I am confident his detailed knowledge of the Company and the broader nutritional supplement industry will be invaluable in helping to guide MusclePharm's future growth."



“The expansion of our Board of Directors will support the Company's commitment to best practices in corporate governance as we make broader changes across the business. Currently, we are in the process of implementing MusclePharm’s multipronged growth and value enhancement strategy, which includes the launch of new product lines, such as Natural Series, and the expansion of our global commercial footprint,” concluded Mr. Drexler.

About MusclePharm Corporation

MusclePharm® is a scientifically-driven, performance lifestyle company that develops, manufactures, markets and distributes branded nutritional supplements. The Company offers a range of powders, capsules, tablets and gels. Its portfolio of recognized brands includes MusclePharm® Sport Series, Black Label and Core Series, FitMiss™, as well as Natural Series which was launched in 2017. These products are available in more than 120 countries and over 50,000 retail outlets worldwide. The clinically-proven supplements are developed through a six-stage research process utilizing the expertise of leading nutritional scientists, doctors and universities. MusclePharm is the innovator of the sports nutrition industry. For more information, visit <http://www.musclepharm.com>. To sign up to receive MusclePharm news via email, please visit <http://ir.musclepharmcorp.com/email-alerts>.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. Statements that are not a description of historical facts constitute forward-looking statements and may often, but not always, be identified by the use of such words as "expects", "anticipates", "intends", "estimates", "plans", "potential", "possible", "probable", "believes", "seeks", "may", "will", "should", "could" or the negative of such terms or other similar expressions. Actual results may differ materially from those set forth in this release due to the risks and uncertainties inherent in the Company's business. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, the Company's Quarter Reports on Form 10-Q and other filings submitted by the Company to the Securities and Exchange Commission, copies of which may be obtained from the SEC's website at www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and the Company undertakes no obligation to revise or update this release to reflect events or circumstances after the date hereof.

Investor Contact:

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