

MusclePharm Corp
Form SC 13D/A
September 15, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 2)

Under the Securities Exchange Act of 1934

MUSCLEPHARM CORP.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

627335201

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. I

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26th Floor

New York, New York 10019

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 8, 2016

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

CUSIP No. 627335201

13D/A Page 2 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1

Wynnefield Partners Small Cap Value, L.P. I
13-3953291

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
SOLE VOTING POWER

NUMBER OF 7

SHARES 515,922 (See Item 5)
SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 515,922 (See Item 5)
SHARED DISPOSITIVE POWER

WITH 10

0 (See Item 5)
11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

515,922 (See
Item 5)
12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

3.7%
14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 627335201

13D/APage 3 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1

Wynnefield Partners Small Cap Value, L.P.
13-3688497

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See Instructions)

2

(a)

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF 7

SHARES 331,527 (See Item 5)
SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 331,527 (See Item 5)
SHARED DISPOSITIVE POWER

WITH 10

0 (See Item 5)
11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

331,527 (See
Item 5)
12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

2.4%
14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 627335201

13D/A Page 4 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1

Wynnefield Small Cap Value Offshore Fund, Ltd.
(No IRS Identification No.)

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See Instructions)

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
SOLE VOTING POWER

NUMBER OF 7
SHARES 263,021 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 263,021 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

0 (See Item 5)
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

11

263,021 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES*

12

..
PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

13

1.9%
TYPE OF REPORTING PERSON*

14

CO

CUSIP No. 627335201

13D/APage 5 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing & Money
Purchase Plan

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF 7
SHARES 40,000 (See Item 5)
 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 40,000 (See Item 5)
 SHARED DISPOSITIVE POWER
WITH 10

0 (See Item 5)
 AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON

11

40,000 (See
 Item 5)
 CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (11) EXCLUDES CERTAIN SHARES*

12

..
 PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (11)

13

0.3%
 TYPE OF REPORTING PERSON*

14

CO

CUSIP No. 627335201

13D/APage 6 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital Management, LLC
13-4018186
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

NUMBER OF 7
SHARES 847,449 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 847,449 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

0 (See Item 5)
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

11

847,449 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES*

12

..
PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

13

6.1%
TYPE OF REPORTING PERSON*

14

OO

CUSIP No. 627335201

13D/A Page 7 of 17

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wynnefield Capital, Inc. 13-3688495
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

NUMBER OF 7
SHARES 263,021 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 263,021 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

0 (See Item 5)
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

11

263,021 (See
Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES*

12

..
PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

13

1.9%
TYPE OF REPORTING PERSON*

14

CO

CUSIP No. 627335201

13D/A Page 8 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON

1

Nelson Obus
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

NUMBER OF 7
SHARES 0 (See Item 5)
 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 1,150,470 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 0 (See Item 5)
 SHARED DISPOSITIVE POWER
WITH 10

1,150,470 (See Item 5)
 AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON

11

1,150,470 (See
 Item 5)
 CHECK BOX IF THE AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES CERTAIN SHARES*

12

..
 PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (11)

13

8.3%
 TYPE OF REPORTING PERSON*

14

IN

CUSIP No. 627335201

13D/A Page 9 of 17

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON

1

Joshua Landes
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF 7
SHARES 0 (See Item 5)
 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 1,150,470 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 0 (See Item 5)
 SHARED DISPOSITIVE POWER
WITH 10

1,150,470 (See Item 5)
 AGGREGATE AMOUNT BENEFICIALLY
 OWNED BY EACH REPORTING PERSON

11

1,150,470 (See
 Item 5)
 CHECK BOX IF THE AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES CERTAIN SHARES*

12

..
 PERCENT OF CLASS REPRESENTED BY
 AMOUNT IN ROW (11)

13

8.3%
 TYPE OF REPORTING PERSON*

14

IN

CUSIP No. 627335201

13D/A Page 10 of 17

Item 1. Security and Issuer.

This Amendment No. 2 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the “Commission”) on July 1, 2015 and as amended by Amendment No. 1 filed on November 9, 2015 (the “Schedule 13D”) by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, \$0.001 par value per share (the “Common Stock”) of MusclePharm Corp., a Nevada corporation (the “Issuer”), whose principal executive office are located at 4721 Ironton Street, Building A, Denver, Colorado 80239. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is amended and restated as follows:

This Schedule 13D is filed by the Wynnefield Reporting Persons.

(a), (b), (c) and (f). The “Wynnefield Reporting Persons” are Wynnefield Partners Small Cap Value, L.P. I (“Wynnefield Partners I”), Wynnefield Partners Small Cap Value, L.P. (“Wynnefield Partners”), Wynnefield Small Cap Value Offshore Fund, Ltd. (“Wynnefield Offshore”), Wynnefield Capital, Inc. Profit Sharing & Money Purchase Plan (“Plan”), Wynnefield Capital Management, LLC (“WCM”), Wynnefield Capital, Inc. (“WCI”), Nelson Obus and Joshua H. Landes. The Wynnefield Reporting Persons that are entities are each separate and distinct entities with different beneficial owners (whether designated as limited partners or stockholders).

WCM, a New York limited liability company, is the general partner of Wynnefield Partners I and Wynnefield Partners, each a private investment company organized as limited partnerships under the laws of the State of Delaware. Nelson Obus and Joshua H. Landes are the managing members of WCM and the principal executive

officers of WCI, the investment manager of Wynnefield Offshore, a private investment company organized under the laws of the Cayman Islands. The Plan is an employee profit sharing plan organized under the laws of the State of Delaware. Mr. Obus and Mr. Landers are co-trustees of the Plan. Messrs. Obus and Landes are citizens of the United States of America.

The business address of the Wynnefield Reporting Persons is 450 Seventh Avenue, Suite 509, New York, New York 10123.

(d) and (e). During the last five years, none of the Wynnefield Reporting Persons had been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$7,669,726 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

CUSIP No. 627335201

13D/A Page 11 of 17

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

This Schedule 13D is filed by the Wynnefield Reporting Person to report acquisitions of shares of the Common Stock which increases its beneficial ownership (as such term is defined under Rule 13d-3 under the Exchange Act of 1934, as amended) of the Common Stock of the Issuer by more than 1% from the amounts previously reported on Amendment No.1 to the Schedule 13D previously filed on November 9, 2015.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a), (b) and (c) As of September 15, 2016, the Wynnefield Reporting Persons beneficially owned in the aggregate 1,150,470 shares of Common Stock, constituting approximately 8.3% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 13,834,680 shares outstanding as of August 1, 2016, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, filed with the Securities and Exchange Commission (the "Commission") on August 9, 2016.

The following table sets forth certain information with respect to Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

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<u>Name</u>	<u>Number of Common Stock</u>	<u>Percentage of Outstanding Common Stock</u>
Wynnenfield Partners I	515,922	3.7%
Wynnefield Partners	331,527	2.4%
Wynnefield Offshore	263,021	1.9%
Plan	40,000	.3%

CUSIP No. 627335201

13D/A Page 12 of 17

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

WCI is the sole investment manager of Wynnefield Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Offshore beneficially owns. WCI, as the sole investment manager of Wynnefield Offshore, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Offshore beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Wynnefield Profit Plan is an employee profit sharing plan. Mr. Obus and Mr. Landes are co-trustees of the Wynnefield Profit Plan and have the authority to direct the voting and the disposition of the shares of Common Stock that the Wynnefield Profit Plan beneficially owns. Accordingly, Mr. Obus and Mr. Landes may be deemed to be the indirect beneficial owners (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Wynnefield Profit Plan may be deemed to beneficially own.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and

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dispositive power over) in the aggregate 1,150,470 shares of Common Stock, constituting approximately 8.3% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 13,834,680 shares outstanding as of August 1, 2016, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, filed with the Commission on August 9, 2016.

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of

CUSIP No. 627335201

13D/A Page 13 of 17

Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have acquired shares of Common Stock during the last 60 days as follows:

<u>Name</u>	<u>Transaction Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
Wynnefield Partners I Purchase	8/15/2016	2,713	\$2.00
Wynnefield Partners I Purchase	8/16/2016	13,433	\$2.05
Wynnefield Partners I Purchase	8/17/2016	1,065	\$2.06
Wynnefield Partners I Purchase	8/19/2016	11,992	\$2.07
Wynnefield Partners I Purchase	9/6/2016	956	\$2.13
Wynnefield Partners I Purchase	9/7/2016	493	\$2.13
Wynnefield Partners I Purchase	9/8/2016	35,200	\$2.18
Wynnefield Partners I Purchase	9/9/2016	4,978	\$2.18

CUSIP No. 627335201

13D/A Page 14 of 17

Wynnefield Partners I	Purchase	8/15/2016	1,731	\$2.00
Wynnefield Partners	Purchase	8/16/2016	18,536	\$2.05
Wynnefield Partners	Purchase	8/17/2016	679	\$2.06
Wynnefield Partners	Purchase	8/19/2016	7,641	\$2.07
Wynnefield Partners	Purchase	9/6/2016	608	\$2.13
Wynnefield Partners	Purchase	9/7/2016	313	\$2.13
Wynnefield Partners	Purchase	9/8/2016	22,377	\$2.18
Wynnefield Partners	Purchase	9/9/2016	3,164	\$2.18

CUSIP No. 627335201

13D/A Page 15 of 17

Wynnefield Offshore Purchase	8/15/2016	1,082	\$2.00
Wynnefield Offshore Purchase	8/16/2016	5,339	\$2.05
Wynnefield Offshore Purchase	8/17/2016	424	\$2.06
Wynnefield Offshore Purchase	8/19/2016	4,770	\$2.07
Wynnefield Offshore Purchase	9/6/2016	376	\$2.13
Wynnefield Offshore Purchase	9/7/2016	194	\$2.13
Wynnefield Offshore Purchase	9/8/2016	13,823	\$2.18
Wynnefield Offshore Purchase	9/9/2016	1,958	\$2.18

(d) and (e). Not Applicable.

CUSIP No. 627335201

13D/A Page 16 of 17

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: September 15, 2016

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,

its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT SHARING & MONEY PURCHASE PLAN, INC.

By: /s/ Nelson Obus

Nelson Obus, Authorized Signatory

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

CUSIP No. 627335201

13D/A Page 17 of 17

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually