

MusclePharm Corp  
Form 8-K  
January 14, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: January 11, 2016**

**(Date of earliest event reported)**

**MusclePharm Corporation**

**(Exact name of registrant as specified in its charter)**

**NEVADA**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-53166**  
**(Commission**  
  
**File Number)**  
**4721 Ironton Street, Building A**  
  
**Denver, Colorado 80239**

**77-0664193**  
**(IRS Employer**  
  
**Identification No.)**

**(Address of principal executive offices) (Zip Code)**

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**(303) 396-6100**

**(Registrant's telephone number, including area code)**

N/A

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. 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)).

#### **ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On January 11, 2016, MusclePharm Corporation (the Company) entered into a Purchase and Sale Agreement (the Agreement) with Prestige Capital Corporation (Prestige) pursuant to which the Company agreed to sell and assign and Prestige agreed to buy and accept, certain accounts receivable owing to the Company (Accounts). Under the terms of the Agreement, upon the receipt and acceptance of each assignment of Accounts, Prestige will pay the Company eighty percent (80%) of the net face amount of the assigned Accounts, up to a maximum total borrowings of \$10 million outstanding at any point in time. The Company additionally granted Prestige a continuing security interest in and lien upon all accounts receivable, inventory, fixed assets, general intangibles and other assets.

On January 13, 2016, the Company sold and assigned, and Prestige bought and received, Accounts with an aggregate face amount of approximately \$7.6 million dollars and Prestige paid to the Company approximately \$6.2 million dollars in cash.

The foregoing description of the Agreement is a general description only, does not purport to be complete, and is qualified in its entirety by reference to the terms of the Agreement, which will be attached as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and, when filed, such exhibit shall be incorporated by reference herein.

#### **ITEM 7.01 REGULATION FD DISCLOSURE**

On January 14, 2016, the Company issued a press release announcing its entry into the Agreement with Prestige. A copy of the press release is attached to this report as Exhibit 99.1.

The information in this Current Report on Form 8-K and the Exhibit attached hereto is furnished pursuant to the rules and regulations of the Securities and Exchange Commission and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

#### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
99.1	MusclePharm Corporation Press Release issued January 14, 2016

**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**

Dated: January 14, 2016

By: */s/ Brad J. Pyatt*  
Name: Brad J. Pyatt  
Title: Chief Executive Officer