

FITLIFE BRANDS, INC.
Form 4
October 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ADELMAN JASON T

(Last) (First) (Middle)

CIPHER CAPITAL PARTNERS
C/O ROTHSCHILD, 1251
AVENUE OF THE AMERICAS,
SUITE 936

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FITLIFE BRANDS, INC. [BNLBD]

3. Date of Earliest Transaction
(Month/Day/Year)

09/27/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: FITLIFE BRANDS, INC. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Series C Convertible Preferred Stock	<u>(1)</u>	09/27/2013		<u>G</u> ⁽²⁾		16.675		11/15/2010	<u>(3)</u>	Common Stock	66
Warrant	\$ 3	09/27/2013		<u>G</u> ⁽²⁾		67,708.3 <u>(4)</u>		11/15/2010	11/15/2015	Common Stock	67,
Series C Convertible Preferred Stock	<u>(1)</u>	09/27/2013		<u>J</u> ⁽⁵⁾		16.675		11/15/2010	<u>(3)</u>	Common Stock	66

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADELMAN JASON T CIPHER CAPITAL PARTNERS C/O ROTHSCHILD 1251 AVENUE OF THE AMERICAS, SUITE 936 NEW YORK, NY 10020				

Signatures

/s/ Jason
Adelman

10/09/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each share of Series C Convertible Preferred Stock (the "Series C Preferred") is convertible into that number of shares of the Issuer's
- (1) common stock, par value \$0.01 per share ("Common Stock"), equal to the stated value of the Series C Preferred, divided by \$2.50 per share.
 - (2) Securities gifted to a trust controlled by a third party trustee for the benefit of grantors minor children.
 - (3) Shares of Series C Preferred do not expire.
 - (4) Shares reported on a post-split basis, following a one-for-ten reverse split of the Issuer's Common Stock on September 30, 2013.
 - (5) Pursuant to a reclassification exempt under Rule 16b-7, the shares of Series C Preferred were redeemed by the Issuer for a cash payment equal to the stated value of the shares of Series C Preferred, plus all accrued dividends thereon.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: FITLIFE BRANDS, INC. - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.