

MusclePharm Corp
Form 8-K
July 20, 2012

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 (Date of earliest event reported): **July 13, 2012**

MUSCLEPHARM CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	000-53166	77-0664193
(State or other jurisdiction	(Commission File No.)	(I.R.S. Employer
of incorporation)		Identification Number)

4721 Ironton Street, Building A

Denver, CO 80239

(Address of principal executive offices)

(303) 396-6100

(Registrant's telephone number, including area code)

-- Written communication 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 40.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On July 13, 2012, MusclePharm Corporation (the “Company”) finalized a committed equity facility (the “Equity Facility”) with TCA Global Credit Master Fund, LP, a Cayman Islands limited partnership (“TCA”), whereby the parties entered into (i) a committed equity facility agreement (the “Equity Agreement”) and (ii) a registration rights agreement (the “Registration Rights Agreement”).

Committed Equity Facility Agreement

On July 13, 2012, the Company entered into the Equity Agreement with TCA. Pursuant to the terms of the Equity Agreement, for a period of twenty-four (24) months commencing on the effective date of the Registration Statement (as defined herein), TCA shall commit to purchase up to three million dollars (\$3,000,000) of the Company’s common stock, par value \$0.001 per share (the “Shares”), pursuant to Advances (as defined below), covering the Registrable Securities (as defined below). The purchase price of the Shares under the Equity Agreement is equal to ninety-five percent (95%) of the lowest daily volume weighted average price of the Company’s common stock during the five (5) consecutive trading days after the Company delivers to TCA an Advance notice in writing requiring TCA to advance funds (an “Advance”) to the Company, subject to the terms of the Equity Agreement.

Registration Rights Agreement

On July 13, 2012 (the “Closing Date”), the Company entered into the Registration Rights Agreement with TCA. Pursuant to the terms of the Registration Rights Agreement, the Company will use its commercially reasonable best efforts to file a registration statement (the “Registration Statement”) with the U.S. Securities and Exchange Commission (the “SEC”) to cover the Registrable Securities no later than 45 days from the Closing Date (the “Filing Deadline”). In the event the Registration Statement is not declared effective by the SEC by a date that is no later than one hundred fifty (150) days from the earlier to occur of: (A) the date the Registration Statement is filed; or (B) the Filing Deadline, the Company will be subject to certain penalties as further detailed in the Registration Rights Agreement.

The above descriptions of the Equity Agreement and Registration Rights Agreement do not purport to be complete and are qualified in their entirety by the full text of the document themselves.

Item 3.02 Unregistered Sales of Equity Securities

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In addition, the Company is relying on an exemption from the registration requirements of the Securities Act of 1933, as amended, for the private placement of our securities under the Equity Agreement pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder. The transaction does not involve a public offering, TCA is an “accredited investor” and/or qualified institutional buyer and TCA has access to information about us and its investment.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
10.1	Form of Committed Equity Facility Agreement, dated July 13, 2012, by and between MusclePharm Corporation and TCA Global Credit Master Fund LP *
10.2	Form of Registration Rights Agreement, dated July 13, 2012, by and between MusclePharm Corporation and TCA Global Credit Master Fund LP *

* filed herewith

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 20, 2012 By: */s/ Brad J. Pyatt*

Name: Brad J. Pyatt

Title: Chief Executive Officer