MusclePharm Corp
Form DEF 14A
July 08, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-12

MusclePharm Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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To My Fellow MusclePharm Shareholders,

I am pleased to announce MusclePharm s 2015 Annual Meeting of Shareholders, to be held at 11:00 AM on August 26, 2015, at MusclePharm Corporation, 4721 Ironton Street, Denver, CO, 80239. We encourage you to support the following agenda items presented below, as they are crucial to our continued growth as a scientifically driven performance-lifestyle sports nutrition company.

To elect seven (7) members of the Board of Directors to hold office until the next annual meeting or until their successors are duly elected and qualified;

To ratify the appointment of EKS&H as the Independent Registered Public Accounting Firm of the Company for its fiscal year ending December 31, 2015;

To approve the Company s 2015 Equity Incentive Plan (ESOP);

To approve the Company s 2015 Employee Stock Purchase Plan (ESPP);

To hold an advisory vote on executive compensation;

To hold an advisory vote on frequency of the advisory vote on executive compensation; and

To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board recommends that you vote FOR all of the proposed agenda items disclosed herein.

CONTINUING OUR GROWTH

As highlighted in our fourth-quarter and full-year financial results release and in subsequent public filings, we continued our progress as a growth-stage company. We saw success with our global growth initiatives, and accomplished a number of corporate goals and objectives. Some key achievements I have highlighted are as follows:

Record year-over-year net revenue growth, adding $67M in net revenue in 2014, representing 60% year-over-year revenue growth.

Global expansion initiatives, including:

- Opened a base for European sales and operations in Dublin, Ireland
- Created a subsidiary in Sydney, Australia
- Laid groundwork for expansion in Brazil

Further expanded the Company s product lines, developing more than 180 new items including new products, flavors, and sizes in the U.S. and international markets

Recently expanded into the energy drink market with two new energy drink products

Completed a manufacturing agreement with Capstone Nutrition to optimize MusclePharm s supply chain and improve gross margins

Signed endorsement deals with multiple sports athletes, including Tiger Woods and Jen Selter.

Our goal is to leverage these achievements to continue our growth as a company through fiscal 2015. Further, with the improvements in our supply chain and distribution capabilities, coupled with our increased exposure to new markets in the U.S. and internationally, MusclePharm will continue to execute its corporate strategy as it moves toward profitability.

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IMPROVED CORPORATE GOVERNANCE

MusclePharm s management and Board of Directors continued to improve upon the Company s corporate governance practices, better aligning the Company with established best practices. Recently we separated the role of CEO and Chairman of the board, increased our board of directors to seven and added four new independent board members. In 2014, we created a Disclosure Committee and Risk Management Officer role to oversee our financial reporting and passed our first year of Sarbanes Oxley 404 testing. Additionally, MusclePharm s Board of Directors approved the Compensation Committee to continue to engage an independent outside compensation consultant, Longnecker & Associates Longnecker , to assist in establishing market best practices regarding executive and director compensation structures and disclosures. Together with Longnecker, the Compensation Committee will continue to regularly review and enhance MusclePharm s corporate governance programs and standards to reflect the evolving practices and regulatory requirements of the public market. We believe a proactive approach to corporate governance will lead to effective and long-term oversight of the Company. Please see our Compensation Discussion & Analysis disclosure for more details on the enhancements MusclePharm has made going into fiscal 2015.

GOING FORWARD IN 2015

MusclePharm truly appreciates the support and faith of its shareholders as it continues to strive towards its goal of becoming the award winning, worldwide sports nutrition brand. Through the guidance and strategic focus of the Board of Directors, the Company will look to achieve accretive growth in 2015, accomplishing strategic initiatives designed to yield long-term shareholder value. We will see improved use of capital as well as other cost efficiencies. I believe we have the leadership, infrastructure, and industry expertise in place that positions us strongly for future success, and I look forward to sharing that success with our Company s dynamic shareholder base.

Sincerely yours,

/s/ Brad Pyatt
Brad Pyatt

Chief Executive Officer

Denver, Colorado

July 8, 2015

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MusclePharm Corporation

4721 Ironton Street

Denver, CO 80239

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

August 26, 2015

The Annual Meeting of the Stockholders of MusclePharm Corporation (the Company) will be held on August 26, 2015 at 11:00 a.m. Mountain Daylight Time, at MusclePharm Corporation, 4721 Ironton Street, Denver, CO, 80239, for the following purposes:

To elect seven (7) members of the Board of Directors to hold office until the next annual meeting or until their successors are duly elected and qualified;

To ratify the appointment of EKS&H as the Independent Registered Public Accounting Firm of the Company for its fiscal year ending December 31, 2015;

To approve the Company s 2015 Equity Incentive Plan (ESOP);

To approve the Company s 2015 Employee Stock Purchase Plan (ESPP);

To hold an advisory vote on executive compensation;

To hold an advisory vote on the frequency of the advisory vote on executive compensation; and

To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

These items of business are more fully described in the proxy statement accompanying this notice. The Board of Directors has fixed the close of business on June 23, 2015 as the record date for the determination of stockholders entitled to receive notice of, and to vote at, the Annual Meeting of Stockholders, or at any adjournments of the Annual Meeting of Stockholders.

In order to ensure your representation at the Annual Meeting of Stockholders, you are requested to submit your proxy by mail. If you attend the Annual Meeting of Stockholders and file with the Corporate Secretary of the Company an instrument revoking your proxy or a duly executed proxy bearing a later date, your proxy will not be used.

All stockholders are cordially invited to attend the Annual Meeting of Stockholders.

By Order of the Board of Directors

MusclePharm Corporation

/s/ Ryan Drexler

Ryan Drexler

Chairman of the Board of Directors

Denver, CO

July 8, 2015

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MusclePharm Corporation

4721 Ironton Street

Denver, CO 80239

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS

August 26, 2015

INFORMATION CONCERNING SOLICITATION AND VOTING

General

This proxy statement is furnished in connection with the solicitation of proxies for use prior to or at the Annual Meeting of Stockholders (the Annual Meeting) of MusclePharm Corporation (together with its subsidiaries, herein referred to as the Company), a Nevada corporation, to be held at 11:00 a.m. Mountain Daylight Time on August 26, 2015 and at any adjournments or postponements thereof for the following purposes:

To elect seven (7) members of the Board of Directors to hold office until the next annual meeting or until their successors are duly elected and qualified;

To ratify the appointment of EKS&H as the Independent Registered Public Accounting Firm of the Company for its fiscal year ending December 31, 2015;

To approve the Company s 2015 Equity Incentive Plan (ESOP);

To approve the Company s 2015 Employee Stock Purchase Plan (ESPP);

To hold an advisory vote on executive compensation;

To hold an advisory vote on the frequency of the advisory vote on executive compensation; and

To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

We made this proxy statement and accompanying form of proxy available to stockholders beginning on July 8, 2015.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on August 26, 2015:

This proxy statement, form of proxy and the Company s 2014 Annual Report on Form 10-K are available electronically at our website at www.musclepharmcorp.com.

Solicitation

This solicitation is made on behalf of our Board of Directors. The Company will bear the costs of preparing, mailing, and other costs of the proxy solicitation made by our Board of Directors. Certain of our officers and employees may solicit the submission of proxies authorizing the voting of shares in accordance with the Board of Directors recommendations. Such solicitations may be made by telephone, facsimile transmission or personal solicitation. No additional compensation will be paid to such officers, directors or regular employees for such services. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in sending proxy material to stockholders.

Voting Rights and Outstanding Shares

Only holders of record of our common stock as of the close of business on June 23, 2015 are entitled to receive notice of, and to vote at, the Annual Meeting. The outstanding common stock constitutes the only class of our securities entitled to vote at the Annual Meeting, and each holder of common stock shall be entitled to one vote for each share held on all matters to be voted upon at the Annual Meeting. At the close of business on June 12, 2015, there were 13,711,660 shares of common stock issued and outstanding, which were held by approximately 346 holders of record.

A quorum of stockholders is necessary to take action at the Annual Meeting. Stockholders representing a majority of the outstanding shares of our common stock present in person or represented by proxy will constitute a quorum. We will appoint an election inspector for the meeting to determine whether or not a quorum is present and to tabulate votes cast by proxy or in person at the Annual Meeting.

The Company has adopted a plurality vote standard for director elections.

All other proposals require the affirmative vote of holders of a majority of outstanding shares present in person or by proxy and entitled to vote at the Annual Meeting. Abstentions have the same effect as negative votes on such proposals. Broker non-votes are not counted for any purpose in determining whether proposals have been approved.

Voting by Proxy by Mail

Stockholders whose shares are registered in their own names may vote by proxy by mail. Instructions for voting by proxy by mail are set forth on the Notice of Proxy Materials mailed to you, or on the proxy card mailed to you if you chose to receive materials by mail.

If you sign and return a proxy card by mail but do not give voting instructions, your shares will be voted (1) FOR ALL of the seven (7) nominees named in Proposal No. 1 in this proxy statement; (2) FOR the ratification of the appointment of EKS&H as the Independent Registered Public Accounting Firm for the Company for the fiscal year ending December 31, 2015; (3) FOR the approval of the Company s 2015 Equity Incentive Plan; (4) FOR the approval of the Company s 2015 Employee Stock Purchase Plan; (5) FOR the approval of compensation of our named executive officers (NEOs) as disclosed in this proxy statement; (6) FOR holding future advisory votes regarding compensation of the named executive officers every one (1) year. (7) as the proxy holders deem advisable, in their discretion, on other matters that may properly come before the Annual Meeting.

If your shares are held in street name, the voting instruction form sent to you by your broker, bank or other nominee should indicate whether the institution has a process for beneficial holders to provide voting instructions over the Internet or by telephone. A number of banks and brokerage firms participate in a program that permits stockholders whose shares are held in street name to direct their vote over the Internet or by telephone. If your bank or brokerage firm gives you this opportunity, the voting instructions from the bank or brokerage firm that accompany this proxy statement will tell you how to use the Internet or telephone to direct the vote of shares held in your account. If your voting instruction form does not include Internet or telephone information, please complete and return the voting instruction form in the self-addressed, postage-paid envelope provided by your broker. Stockholders who vote by proxy over the Internet or by telephone need not return a proxy card or voting instruction form by mail, but may incur costs, such as usage charges, from telephone companies or Internet service providers.

Voting in Person at the Annual Meeting

If you plan to attend the Annual Meeting and wish to vote in person, you will be given a ballot at the Annual Meeting. Please note, however, that if your shares are held in street name, which means your shares are held of record by a broker, bank or other nominee, and you wish to vote at the Annual Meeting, you must bring to the Annual Meeting a legal proxy from the broker, bank or other nominee who is the record holder of the shares, authorizing you to vote at the Annual Meeting.

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Revocability of Proxies

Any proxy may be revoked at any time before it is exercised by filing with the Company s Corporate Secretary an instrument revoking it or by submitting prior to the time of the Annual Meeting a duly executed proxy bearing a later date. Stockholders who have executed and returned a proxy and who then attend the Annual Meeting and desire to vote in person are requested to so notify the Corporate Secretary in writing prior to the time of the Annual Meeting. We request that all such written notices of revocation to the Company be addressed to Corporate Secretary, MusclePharm Corporation, at the address of our principal executive offices at 4721 Ironton Street, Denver, CO 80239. Our telephone number is (720) 399-7351.

Stockholder Proposals to be Presented at the Next Annual Meeting

Any stockholder who meets the requirements of the proxy rules under the Securities Exchange Act of 1934, as amended (the Exchange Act), may submit to the Board of Directors proposals to be presented at the 2016 annual meeting. Such proposals must comply with the requirements of Rule 14a-8 under the Exchange Act and be submitted in writing by notice delivered or mailed by first-class United States mail, postage prepaid, to our Corporate Secretary at our principal executive offices at the address set forth above no later than February 15, 2016 in order to be considered for inclusion in the proxy materials to be disseminated by the Board of Directors for such annual meeting.

The chairman of the meeting may refuse to acknowledge the introduction of any stockholder proposal if it is not made in compliance with the applicable notice provisions.

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EXECUTIVE OFFICERS AND DIRECTORS

The following table provides information regarding our executive officers and directors as of July 8, 2015.

Name	Age	Position
Brad Pyatt	35	Chief Executive Officer and Director
Richard Estalella	53	President and Director
John Price	45	Chief Financial Officer
James Greenwell	56	Chief Operating Officer
Cory Gregory	36	Executive Vice President
Ryan Drexler	44	Chairman of the Board
William Bush	50	Director
Michael Doron	54	Director
Stacey Jenkins	41	Director
Noel Thompson	34	Director

Brad Pyatt is our Chief Executive Officer and Director and founded the company in April 2008. His background includes seven years of experience as a professional athlete, and more than five years of experience in the sports nutrition arena. Mr. Pyatt played in National Football League for the Indianapolis Colts during the 2003, 2004, and 2005 NFL seasons as well for the Miami Dolphins during the 2006 NFL season. Mr. Pyatt played in the Arena Football League for the Colorado Crush during the 2007 and 2008 AFL seasons. Mr. Pyatt attended the University of Kentucky from 1999 to 2002, where he studied kinesiology exercise science, as well the University of Northern Colorado, from 2002 to 2003.

Richard Estalella has served as our President since April 2014, was the Chief Operating Officer from April 2013 to April 2014, and as a member of the Board of Directors since August 2013. Prior to joining MusclePharm, Mr. Estalella served as Senior Vice President of Operations at Arbonne International, LLC since 2005. Mr. Estalella was instrumental in Arbonne s expansion operations and distribution upgrades. He was responsible for all warehouse and distribution facilities, facilities maintenance departments and Customer Service. Previously, between 1998 and 2005, he owned a consulting business specializing in retail, operations, warehousing and distribution. Prior to that, Mr. Estalella served as Senior Vice President of Warehouse Operations for Office Depot between 1987 and 1998 and established many of its retail markets, along with its nationwide distribution center network which helped grow it into a $9 billion company.

John Price was appointed the Company s new Chief Financial Officer on March 5, 2015 and was designated as the Company s Principal Financial Officer. Mr. Price has served as our Executive Vice President of Finance since July 2014. Previously, Mr. Price served as Vice President of Finance North America at Opera Software, a Norwegian public company focused on digital advertising and was instrumental in the division s growth. From 2011 to 2013, he served as Vice President of Finance and Corporate Controller GCT Semiconductor, a world leader in highly integrated LTE and WiMax semiconductor single chip solutions for 4G wireless communications. During his tenure at GCT Semiconductor, Mr. Price was focused on the Company s planned IPO and developing the finance and accounting organization. From 2004 to 2011, Mr. Price served in various roles including VP of Finance & Corporate Controller at Tessera Technologies. During his tenure at Tessera Technologies, Mr. Price developed the finance and accounting organization, integrated multiple domestic and international acquisitions, structured accounting systems and managed corporate compliance including internal control testing complaint with the Sarbanes Oxley Act. Prior to Tessera Technologies, Mr. Price served various roles at Ernst &Young LLP. Mr. Price served nearly three years in the San Jose, California office providing audit services to public and private technology companies. Mr. Price also served nearly five years in the Pittsburgh, Pennsylvania office providing audit and consulting services to financial services and entrepreneurial services clients. Mr. Price has been a certified public accountant (currently inactive) since 2000 and attended Pennsylvania State University, where he earned a Bachelor s of Science Degree in Accounting.

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James Greenwell has served as our Chief Operating Officer since May 2014. Mr. Greenwell served as an independent director on our Board of Directors from July 2012 to May 2014. From March 20, 2013 to April 12, 2014, Mr. Greenwell was the Vice-President of Voice Technology for Intelligrated Systems (Intelligrated is one of the largest material handling automation companies in the U.S.). From September 2000 until acquired by Intelligrated (March 2013), Mr. Greenwell was the Chief Executive Officer of Datria Systems Inc., a Venture Capital backed speech recognition application software company. He has also served as Chairman of the Board of Datria Systems from 2002 until the acquisition by Intelligrated. In prior employment, he served as a technology executive and operations executive in a number of private and public companies including Decision One (NASDAQ) and Mohawk Data Sciences (NYSE). Mr. Greenwell also has been active in the non-profit community serving on the Board of the Cherry Creek School Foundation from September 2010 until April 2014 and he was a founding member of Friends of Denver Fire and served on its Board from 2007 through 2010. Mr. Greenwell served on the Board of the Denver Chapter of the American Heart Association from 2002 through 2008 and was Chairman of the Board in 2007. He also served on the Board of Trustees of the Bonfils Blood Center Foundation from 1999 through 2003. Mr. Greenwell earned a BS from the College of Business at Michigan State University and an MBA degree from Saint Mary s College of California.

Cory Gregory is the Co-founder of MusclePharm and has served as a named executive officer since the Company s inception in 2008 and is our Executive Vice President of Brand Awareness and Social Media. Prior to joining us, Mr. Gregory served as President, managing member, and owner of T3 Personal Training LLC, or T3. T3 was a personal training service that managed and oversaw over 40 clients using seven trainers over a ten-year period. During the same period, Mr. Gregory served as President of the Ohio Natural Bodybuilding Federation, a federation founded by Mr. Gregory in 2004 which hosted 14 bodybuilding competitions over a six-year period. He consulted for Agile Enterprises, a nutritional supplement company from January 2006 through January 2008. Mr. Gregory purchased the Old School Gym, located in Pataskala, Ohio, which he continues to own.

Executive Officers and Family Relationships

Our executive officers are designated by, and serve at the discretion of, our Board of Directors. There are no family relationships among our directors or executive officers.

RYAN DREXLER

DIRECTOR

Ryan Drexler is currently the Chief Executive Officer of Consac, LLC (Consac), a privately held firm that invests in the securities of publicly traded and venture-stage companies. Previously, Mr. Drexler served as President of Country Life Vitamins, a family owned nutritional supplements and natural products company he joined in 1993. In addition to developing strategic objectives and overseeing acquisitions for Country Life, Mr. Drexler created new brands that include the BioChem family of sports and fitness nutrition products. Mr. Drexler negotiated and led the process which resulted in the sale of Country Life in 2007 to the Japanese conglomerate Kikkoman Corp. Mr. Drexler graduated from Northeastern University, where he earned a BA in political science.

WILLIAM BUSH

DIRECTOR

Since January 2010, Mr. Bush has served as the chief financial officer of Borrego Solar Systems, Inc., which is one of the nation s leading financiers, designers and installers of commercial and government grid-connected solar electric power systems. From October 2008 to December 2009, Mr. Bush served as the chief financial officer of Solar Semiconductor, Ltd., a private vertically integrated manufacturer and distributor of quality photovoltaic modules and systems targeted for use in industrial, commercial and residential applications with operations in India helping it reach $100 million in sales in its first 15 months of operation. Prior to that

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Mr. Bush served as CFO and corporate controller for a number of high growth software and online media companies as well as being one of the founding members of Buzzsaw.com, Inc, a spinoff of Autodesk. Prior to his work with Buzzsaw.com, Mr. Bush served as corporate controller for Autodesk, Inc (NasdaqGM: ADSK), the fourth largest software applications company in the world. His prior experience includes seven years in public accounting with Ernst & Young, and Price Waterhouse. Bill holds a BS in Business Administration from U.C. Berkeley and is a Certified Public Accountant. Mr. Bush serves on the Board of Directors of Towestream Corporation (NASDAQ: TWER) a supplier of fixed wireless services to commercial customers since 2007.

MICHAEL DORON

DIRECTOR

Michael J. Doron has served as a director since November 5, 2012. He has been the Managing Director of DDR & Associates, LLC since January 2009, and Evolution Capital Partners, LLC since October 2009. From January 2007 to December 2008, he served as Chief Operating Officer and director of Toyshare, Inc. From February 2006 to January 2007, Mr. Doron served as Chief Operating Officer and Chief Financial Officer of Frontgate Sundance Alliance. From September 2005 to January 2007, he served as Vice President - Private Banking of the Bank of the West. Mr. Doron earned a BA from the University of Maryland and a Masters of Science from American University.

STACEY JENKINS

DIRECTOR

Mr. Jenkins currently serves as a senior attorney with Medicity, Inc., a global leader in healthcare enablement software and services, where he focuses upon contract negotiation, technology and communication, and regulatory matters. Prior to joining Medicity, Inc. Mr. Jenkins focused on his private practice, providing general corporate legal services, securities guidance, human resources consulting, and litigation support. From 2010 to 2012, Mr. Jenkins served as General Counsel for Opinionology, Inc., an online global data collection and survey company, where he focused on contract negotiation, telecommunications regulatory issues, and complex HR issues. Additionally, he helped prepare and guide Opinionology through a merger with Sampling International. Prior to joining Opinionology, Jenkins developed his own legal private practice and consultancy, providing corporate guidance and oversight, as well as technology assistance to struggling companies. Prior to his private practice, Jenkins managed IT infrastructure for Moen Faucets. Mr. Jenkins years of experience and grasp of regulatory and corporate governance issues, as well as his contract negotiation, human resources, and technology background provide ideal expertise to join the Company s Board. Mr. Jenkins received his law degree from the University of Utah SJ Quinney College of Law, and attended college at Montana State University and the University of Phoenix.

NOEL THOMPSON

DIRECTOR

Mr. Thompson currently serves as the CEO and Chief Investment Officer of Thompson Global LLC, and owner and operator of Thompson Global LP, which is engaged in investment and advisory services of client and proprietary assets. Mr. Thompson also currently operates Thompson Global Sports which provides advisory, financing, and consulting services to investors and companies in the sports industry and Thompson Global Special Situations which participates as adviser, lender, and principle in commodity, energy, infrastructure projects globally. Mr. Thompson currently serves on the Board of Directors for the World Anti-Doping Agency Charitable Foundation. Mr. Thompson also serves on the Board of Trustees for The United States Olympic and Para Olympic Foundation, as an Executive

Board member of the Board of Governors for the National Wrestling Hall of Fame, and on the Board Directors of Hofstra University Athletics and the Titan Mercury Wrestling Club. Mr. Thompson also sits on The Board of Directors for Beat The Streets NY, which develops the full athletic potential for inner city kids in NYC using wrestling as a vehicle. Prior to Thompson Global, from 2010 to 2011 Mr. Thompson worked at JP Morgan Securities and from 2005 until 2010, Mr. Thompson served in various roles including as a Global Futures and Commodities Trader for Goldman Sachs & Co. Mr. Thompson graduated from Hofstra University.

We believe, based on the experiences listed in each of our Director biographies provided above, that each member of our Board of Directors is qualified to serve in such capacity.

Board of Directors

Our Board of Directors may establish the authorized number of directors from time to time by resolution. The current authorized number of directors is seven (7). Our current directors, if elected, will continue to serve as directors until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

Our Board of Directors held four (4) meetings during 2014. The Board of Directors also acted ten (10) times by unanimous written consent. No member of our Board of Directors attended fewer than 75% of the aggregate of the total number of meetings of the Board of Directors (held during the period for which he was a director) and the total number of meetings held by all committees of the Board of Directors on which such director served (held during the period that such director served). Members of our Board of Directors are invited and encouraged to attend each annual meeting of stockholders.

On May 21, 2015, the Board of Directors appointed Mr. Michael Doron as the Lead Director of the Board. On May 22, 2015 the Board appointed Noel Thompson and Stacey Jenkins to serve as independent members of the Board and on May 27, 2015 the Board appointed William Bush to serve as independent member of the Board. On May 21, 2015, Messrs. Gregory Macosko, Daniel McClory and Andrew Lupo resigned from the Board of the Company. In connection with their resignations, Messrs. Macosko, McClory and Lupo executed individual separation agreements. On June 24, 2015, the Board appointed Ryan Drexler to serve as independent member of the Board and elected Mr. Drexler as Chairman of the Board.

Board Leadership Structure

Brad Pyatt, our founder and CEO, served as Chairman of our Board of Directors until June 2015 when Ryan Drexler was named Chairman of the Board. Brad presided over meetings of the Board of Directors, and held such other powers and carried out such other duties as are customarily carried out by the Chairman of the Board of Directors. Ryan Drexler brings valuable insight to our Board of Directors related to the perspective and experience he brings as our Chairman of the Board.

Director Independence

The rules of NASDAQ generally require that a majority of the members of a listed company s Board of Directors be independent. In addition, the listing rules generally require that, subject to specified exceptions, each member of a listed company s audit, compensation, and governance committees be independent. Although we are an over-the-counter bulletin board listed company we have nevertheless opted under our Corporate Governance Guidelines to comply with certain NASDAQ corporate governance rules requiring director independence. The Board of Directors has determined that all of the Company s directors nominated for election, other than Mr. Pyatt and Mr. Estalella, are each independent directors as such term is defined in NASDAQ Marketplace Rule 5605(a)(2). Additionally, we have compensation, nominating and governance, and audit committees comprised solely of independent directors.

Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (Exchange Act). In order to be considered independent for purposes of Rule 10A-3, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the Board of Directors, or any other board committee: accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries; or be an affiliated person of the listed company or any of its subsidiaries.

Our Board of Directors has determined that none of our non-employee directors has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is independent as that term is defined under the rules of NASDAQ. Our Board of Directors has also determined that past and present Directors, who comprised and comprise our audit committee, compensation committee, and our nominating and governance committee, satisfied and satisfy the independence standards for those committees established by applicable SEC rules, NASDAQ rules and applicable rules of the Internal Revenue Code of 1986, as amended (Code).

Involvement in Certain Legal Proceedings

Except as outlined below, to our knowledge, during the past ten (10) years, none of our directors, executive officers, promoters, control persons, or nominees has been:

- the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

- subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

- found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law

Mr. Pyatt filed for protection under Chapter 7 of the federal bankruptcy laws in 2008. He received a discharge relating to the matter in 2008.

Scientific Advisory Board

MusclePharm has a Scientific Advisory Board currently consisting of five members, which serves to advise management with respect to product formulations, product ideas, marketing and related matters. Members of the Scientific Advisory Board do not meet on a formal or regular basis. Our management team consults with one or more members of the Scientific Advisory Board as needed, from time to time, by means of meetings or telephone conference calls.

Following is a brief description of the background of our advisory board members:

Dr. Eric Serrano **Chief Formulator Medical Advisor.** Dr. Serrano has been practicing medicine in the State of Ohio for over 23 years and is considered one of the leading sports nutrition doctors in the country. His clients include a wide array of athletes from the NFL, NHL, and MLB, in addition to many elite amateur athletes. Dr. Serrano was a professor of family practice medicine at Ohio State University, where he was awarded Professor of The Year and Preceptor of The Year. Dr. Serrano currently lectures across the country to universities, medical groups and health and fitness conferences on the topics of sports nutrition, performance enhancement, and injury prevention. He has formulated numerous nutritional supplements for some of the leading nutritional companies on the market and also been a contributing writer for some of the leading U.S. health and fitness magazines, including *Muscle & Fitness*. Dr. Serrano has been involved in the formulations for each of our products. Dr. Serrano received his B.A. from Kansas State University in Biology, his M.A. from Kansas State University in Exercise Physiology, and his M.D. from the University of Kansas Medical School.

Dr. Roscoe M. Moore, Jr. **Chief Scientific Director.** A Former U.S. Assistant Surgeon General, Dr. Moore served with the United States Department of Health and Human Services (HHS) and was, for the last 12 years of his career there, the principal person responsible for global development support within the Office of the Secretary, HHS, with primary emphasis on Continental Africa and other less developed countries of the

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world. He was the principal liaison person between the HHS and Ministries of Health in Africa with regard to the development of infrastructure and technical support for the delivery of preventive and curative health needs for the continent. Dr. Moore received his undergraduate and Doctor of Veterinary Medicine degrees from Tuskegee Institute; his Master of Public Health degree in Epidemiology from the University of Michigan; and his Doctor of Philosophy degree in Epidemiology from the Johns Hopkins University. He was awarded the Doctor of Science degree (Honoris Causa) in recognition of his distinguished public health career by Tuskegee University. Dr. Moore was a career officer within the Commissioned Corps of the United States Public Health Service (USPHS) entering with the U.S. National Institutes of Health and rising to the rank of Assistant United States Surgeon General (Rear Admiral, USPHS) within the Immediate Office of the Secretary, HHS. He was selected as Chief Veterinary Medical Officer, USPHS, by Surgeon General C. Everett Koop.

Dr. Phillip Frost **Member of MusclePharm Scientific Advisory Board.** Dr. Frost has served as the CEO and Chairman of OPKO Health, Inc. (NASDAQ: OPK) since March 27, 2007. Dr. Frost was named the Chairman of the Board of Teva Pharmaceutical Industries, Limited, or Teva, (NYSE:TEVA) in March 2010 and had previously been Vice Chairman since January 2006 when Teva acquired IVAX Corporation, or IVAX. Dr. Frost had served as Chairman of the Board of Directors and Chief Executive Officer of IVAX Corporation since 1987. He was Chairman of the Department of Dermatology at Mt. Sinai Medical Center of Greater Miami, Miami Beach, Florida from 1972 to 1986. Dr. Frost was Chairman of the Board of Directors of Key Pharmaceuticals, Inc. from 1972 until the acquisition of Key Pharmaceuticals by Schering Plough Corporation in 1986. Dr. Frost was named Chairman of the Board of Ladenburg Thalmann Financial Services Inc. (NYSE Amex:LTS), an investment banking, asset management, and securities brokerage firm providing services through its principal operating subsidiary, Ladenburg Thalmann & Co. Inc., in July 2006 and has been a director of Ladenburg Thalmann from 2001 until 2002 and again since 2004. Dr. Frost also serves as Chairman of the board of directors of PROLOR Biotech, Inc. (NYSE Amex: PBTH), a development stage biopharmaceutical company. He serves as a member of the Board of Trustees of the University of Miami and as a Trustee of each of the Scripps Research Institute, the Miami Jewish Home for the Aged, and the Mount Sinai Medical Center. Dr. Frost is also a director of Castle Brands (NYSE Amex:ROX), a developer and marketer of premium brand spirits. Dr. Frost previously served as a director for Continucare Corporation, Northrop Grumman Corp., Ideation Acquisition Corp., Protalix Bio Therapeutics, Inc., and SafeStitch Medical Inc., and as Governor and Co-Vice-Chairman of the American Stock Exchange (now NYSE Amex).

Dr. Frost has successfully founded several pharmaceutical companies and overseen the development and commercialization of a multitude of pharmaceutical products. This combined with his experience as a physician and chairman and/or chief executive officer of large pharmaceutical companies has given him insight into virtually every facet of the pharmaceutical business and drug development and commercialization process. He is a demonstrated leader with keen business understanding and is uniquely positioned to help guide our Company through its transition from a development stage company into a successful, multinational biopharmaceutical and diagnostics company.

Dr. Stephen Liu, MD, was born in 1960 in Taiwan and currently resides in Beverly Hills, CA. He received his MD from the Keck School of Medicine at USC and his BA from UCLA. Post-graduate training includes a USC orthopedic surgery residency, a Hughston Sports Medicine Fellowship, and training with the Anderson School of Management Physician Executive Program. Dr. Liu s work experience includes jobs with the UCLA School of Medicine as well as their athletics program where he was Team Physician, partnership with Pac Rim Capital Group, and Board of Directorships with Cardo Medical and AM International Bank. Currently he is a Senior Advisor to OPKO Health and is a Frost Group investor. He has co-authored seven books on Sports Medicine, written 45 peer-reviewed articles and given over 100 lectures in 25 different countries. In addition, he has held guest professorships at organizations in 16 countries and served in leadership roles with the Chinese-American Bankers Association, World Affairs Council and Center Theater Group. Awards and honors include the 1997 Cabaud Award for basic sport science research, fellowships with the American Academy Ortho Sports Medicine Society and the Asia Shoulder Society, and the

Verdugo Hills Hospital Foundation Humanitarian Award.

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Dr. Michael Kim, D.O. **Executive Director of Medicine, Research and Education.** Dr. Kim has been our Executive Director of Medicine, Research and Education since August 2011. Dr Kim is responsible for the MusclePharm Sports Science Institute, MusclePharm University, oversees our product efficacy and new product innovation and research. He analyzes formulations, research protocols and strength and performance protocols. He also advises our athlete endorsers regarding nutrient, diet and supplementation. He received a B.A. in Economics from University of California Davis, and a Doctor of Osteopathy degree from Touro University.

Board Committees

Our Board of Directors has established an audit committee, a compensation committee, a nominating and governance committee, and a strategic initiative committee each of which have the composition and responsibilities described below. Members serve on these committees until their resignations or until otherwise determined by our Board of Directors. The Board of Directors has further determined that Mr. William Bush, a member of the Audit Committee of the Board of Directors, is an Audit Committee Financial Expert, as such term is defined in Item 407(d)(5) of Regulation S-K promulgated by the SEC, by virtue of his relevant experience listed in his biographical summary provided above in the section entitled Proposal 1 Election of Directors. Each of these committees has a written charter. Current copies of the charters of the audit committee, compensation committee, and governance and nominating committee are available on our website at *ir.musclepharmcorp.com/governance-documents*

Audit Committee. The Audit Committee reviews the work of our internal accounting and audit processes and the Independent Registered Public Accounting Firm. The Audit Committee has sole authority for the appointment, compensation and oversight of our Independent Registered Public Accounting Firm and to approve any significant non-audit relationship with the Independent Registered Public Accounting Firm. The Audit Committee is also responsible for preparing the report required by the rules of the SEC to be included in our annual proxy statement. The Audit Committee is currently comprised of Mr. Bush as the Chair, Mr. Doron, and Mr. Jenkins. Mr. Bush joined the Audit Committee as chairman in May 2015 and Mr. Jenkins joined the Audit Committee as a member in May 2015. During 2014, the Audit Committee held eight (8) meetings.

Compensation Committee. The Compensation Committee approves our goals and objectives relevant to compensation, stays informed as to market levels of compensation and, based on evaluations submitted by management, recommends to our Board of Directors compensation levels and systems for the Board of Directors and our officers that correspond to our goals and objectives. The Compensation Committee, with the assistance of Longnecker, also produces an annual report on executive compensation for inclusion in our proxy statement. The Compensation Committee is currently comprised of Mr. Doron as the Chair, Mr. Thompson and Mr. Bush. Mr. Doron joined the Compensation Committee as chairman in May 2015 and Mr. Thompson and Mr. Bush joined the Compensation Committee in May 2015. During 2014, the Compensation Committee held seven (7) meetings.

Nominating & Governance Committee. The Nominating & Governance Committee is responsible for recommending to our Board of Directors individuals to be nominated as directors and committee members. This includes evaluation of new candidates as well as evaluation of current directors. In evaluating the current directors the committee conducted a thorough self-evaluation process, which included the use of questionnaires and a third-party expert that interviewed each of the directors and provided an analysis of the results of the interviews to the committee. This committee is also responsible for developing and recommending to the Board of Directors our corporate governance guidelines, as well as reviewing and recommending revisions to the guidelines on a regular basis. The Nominating & Governance Committee is currently comprised of Mr. Jenkins as the Chair, Mr. Thompson and Mr. Doron. Mr. Jenkins and Mr. Thompson joined the Nominating & Governance Committee in May 2015. During 2014, the Nominating & Governance Committee held seven (7) meetings.

Strategic Initiative Committee. The Strategic Initiative Committee evaluates and assists the board of directors in overseeing the Company s implementation of key strategic initiatives. The Strategic Initiative Committee is currently comprised of Mr. Thompson as the Chair, Mr. Estalella, Mr. Doron and Mr. Jenkins.

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Director Nominations

The director qualifications developed to date focus on what the Board believes to be essential competencies to effectively serve on the Board. The Nominating & Governance Committee may consider the following criteria in recommending candidates for election to the board:

- experience in corporate governance, such as an officer or former officer of a publicly held company;
- experience in the Company s industry;
- experience as a board member of other publicly held companies; and
- technical expertise in an area of the Company s operations.

The Nominating & Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of assembling a Board that can best perpetuate the success of the Company and represent shareholder interests through the exercise of sound judgment using its diversity of experience.

Prior to each annual meeting of stockholders at which directors are to be elected, and whenever there is otherwise a vacancy on the Board of Directors, the Nominating & Governance Committee will consider incumbent Board members and other well-qualified individuals as potential director nominees. The Nominating & Governance Committee will determine whether to retain an executive search firm to identify Board candidates, and if so, will identify the search firm and approve the search firm s fees and other retention terms and will specify for the search firm the criteria to use in identifying potential candidates, consistent with the director qualification criteria described above. The Nominating & Governance Committee will review each potential candidate. Management may assist the Nominating & Governance Committee in the review process at the Nominating & Governance Committee s direction. The Nominating & Governance Committee will select the candidate or candidates believed are the most qualified to recommend to the Board for selection as a director nominee. Our Nominating & Governance Committee will consider candidates recommended by our stockholders in accordance with the procedures set forth in the Nominating & Governance Committee Charter. Such recommendations must be submitted in writing to the Chairman of the Nominating & Governance Committee, c/o the Corporate Secretary, 4721 Ironton Street, Denver, CO 80239 no later than 120 days prior to the anniversary of the date on which the Company s proxy statement was mailed or made available to stockholders in connection with the previous year s annual meeting of stockholders. The recommendations must be accompanied by the following information: the name and address of the nominating stockholder, a representation that the nominating stockholder is a record holder, a representation that the nominating stockholder intends to appear in person or by proxy at the annual meeting to nominate the person or persons specified, information regarding each nominee that would be required to be included in a proxy statement, a description of any arrangements or understandings between the nominating stockholder and the nominee, and the consent of each nominee to serve as a director, if elected. Candidates recommended by the stockholders are evaluated in the same manner as candidates identified by a Nominating & Governance Committee member.

Each of the nominees for election as director at the 2015 Annual Meeting is recommended by the Nominating & Governance Committee and each nominee is presently a director and stands for re-election by the stockholders.

Stockholders who wish to nominate persons for election to the Board of Directors at an annual meeting must be a stockholder of record both at the time of giving the notice and at the meeting, must be entitled to vote at the meeting and must comply with the notice provisions in our bylaws. A stockholder s notice of nomination to be made at an annual meeting must be delivered to our principal executive offices not less than 90 days nor more than 120 days before the anniversary date of the immediately preceding annual meeting. However, if an annual meeting is more than 30 days before or more than 60 days after such anniversary date, the notice must be delivered no later than the 90th day prior to such annual meeting or, if later, the 10th day following the day on which the first public announcement of the date of such annual meeting was made. A stockholder s notice of

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nomination to be made at a special meeting at which the election of directors is a matter specified in the notice of meeting must be delivered to our principal executive offices not earlier than the 120th day prior to and not later than the 90th day prior to such special meeting or, if later, the 10th day following the day on which first public announcement of the date of such special meeting was made. The stockholder s notice must include the following information for the person making the nomination:

- name and address;
- the class and number of shares of the Company owned beneficially or of record;
- disclosure regarding any derivative, swap or other transactions which give the nominating person economic risk similar to ownership of shares of the Company or provide the opportunity to profit from an increase in the price or value of shares of the Company;
- any proxy, agreement, arrangement, understanding or relationship that confers a right to vote any shares of the Company;
- any agreement, arrangement, understanding or relationship, engaged in to mitigate economic risk related to, or the voting power with respect to, shares of the Company;
- any rights to dividends on the shares that are separate from the underlying shares;
- any performance related fees that the nominating person is entitled to based on any increase or decrease in the value of any shares of the Company; and
- any other information relating to the nominating person that would be required to be disclosed in a proxy statement filed with the SEC.

The stockholder s notice must also include the following information for each proposed director nominee:

- description of all direct and indirect financial or other relationships between the nominating person and the nominee during the past three years;
- the same information as for the nominating person (see above); and

all information required to be disclosed in a proxy statement in connection with a contested election of directors.

The stockholder s notice must be updated and supplemented, if necessary, so that the information required to be provided in the notice is true and correct as of the record date for the meeting and as of the date that is ten business days prior to the meeting.

The chairman of the meeting will determine if the procedures in the bylaws have been followed, and if not, declare that the nomination be disregarded. The nominee must be willing to provide any other information reasonably requested by the Nominating & Governance Committee in connection with its evaluation of the nominee s independence.

Stockholder Communications with the Board of Directors

Stockholders may send correspondence to the Board of Directors or any member of the Board of Directors, c/o the Corporate Secretary at our principal executive offices at the address set forth above. The Corporate Secretary will review all correspondence addressed to the Board, or any individual Board member, for any inappropriate correspondence and correspondence more suitably directed to management. However, the Corporate Secretary will summarize all correspondence not forwarded to the Board and make the correspondence available to the Board for its review at the Board s request. The Corporate Secretary will forward stockholder communications to the Board prior to the next regularly scheduled meeting of the Board of Directors following the receipt of the communication.

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Director Compensation

Non-Employee Director Compensation Arrangements

The Board of Directors has adopted a non-employee director compensation policy that provides annual retainer fees. All Board members receive an annual retainer of $42,500, the Chairman of the Board receives an additional $40,000, and the lead Director receives an additional $25,000, each paid quarterly. Additionally, Committee members receive annual retainers, each paid quarterly, as follows:

Committee	Chairman	Member
Audit Committee	20,000	8,500
Compensation Committee	15,000	6,500
Nominating & Governance Committee	7,500	5,000
Strategic Initiative Committee	7,500	5,000

We also reimburse our non-employee directors for their travel expense. Members of the Board who also are our employees do not receive any compensation as director, our directors do not receive Board meeting fees.

Each of our non-employee directors annually receives $80,000 of restricted common stock distributed quarterly with the number of shares for the quarterly award determined by dividing $20,000 by the average closing price of MusclePharm s common stock for the first fifteen days of the first month of each quarter. These restricted common stock awards vest quarterly without forfeiture.

2014 Director Compensation. The table below sets forth the compensation paid to each current non-employee member of our Board of Directors during the fiscal year ended December 31, 2014:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	Total ($)
Michael Doron (2)	$ 57,000	$ 80,000	$ 137,000
Daniel McClory (Former) (2) (8)	$ 57,000	$ 80,000	$ 137,000
Gregory Macosko (Former) (3) (4) (5) (8)	$ 31,154	$ 41,770	$ 72,924
Andrew Lupo (Former) (5) (8)	$ 15,000	$ 19,995	$ 34,995
James Greenwell (Former) (2) (7)	$ 60,000	$ 80,000	$ 140,000
Donald Prosser (Former) (2) (6)	$ 60,000	$ 80,000	$ 140,000

(1) The amounts reflected represent the aggregate grant date fair value of the restricted stock awards granted to our non-employee directors in 2014, measured in accordance with ASC 718, and do not reflect the actual economic value realized by the director. None of the non-employee directors held any outstanding stock options as of December 31, 2014.

(2) The grant date fair value was based upon the closing price of the common stock of $6.55 on March 17, 2014, the grant date.

(3) The grant date fair value was based upon the closing price of the common stock of $11.93 on June 23, 2014, the grant date.

(4) The grant date fair value was based upon the closing price of the common stock of $12.01 on July 1, 2014, the grant date.
(5) The grant date fair value was based upon the closing price of the common stock of $13.63 on October 15, 2014, the grant date.
(6) Donald Prosser resigned as director on April 10, 2014.
(7) James Greenwell resigned as director on May 12, 2014 and continues to vest in those shares as an employee.
(8) Andrew Lupo, Gregory Macosko and Daniel McClory each resigned as a director on May 21, 2015.

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Corporate Governance Overview

Our business, assets and operations are managed under the direction of our Board of Directors. Members of our Board of Directors are kept informed of our business through discussions with our chief executive officer, our chief financial officer, our executive officers, our general counsel, members of management and other Company employees as well as our independent auditors, and by reviewing materials provided to them and participating in meetings of the Board of Directors and its committees.

In addition to its management function, our Board of Directors remains committed to strong and effective corporate governance, and, as a result, it regularly monitors our corporate governance policies and practices to ensure we meet or exceed the requirements of applicable laws, regulations and rules, the NASDAQ listing standards, as well as the best practices of other public companies.

The Company s corporate governance program features the following:

- a Board that is up for election annually;
- all of our directors, other than our CEO and President, are independent;
- we have no stockholder rights plan in place;
- regularly updated charters for each of the Board s committees, which clearly establish the roles and responsibilities of each such committee;
- regular executive sessions among our non-employee and independent directors;
- a Board that enjoys unrestricted access to the Company s management, employees and professional advisers;
- each director attended at least 75% of the aggregate of the total number of Board meetings and total number of meetings of Board committees on which such director served during the time he served on the Board or committees.;
- a clear Code of Business Conduct and Ethics that is reviewed regularly for best practices;
- a clear Insider Trading Policy that is reviewed regularly;
- a Corporate Communications Policy that is reviewed with employees and Board periodically;

- a clear set of Corporate Governance Guidelines that is reviewed regularly for best practices;

- our Compensation Committee or Board of Directors may require the forfeiture, recovery or reimbursement of incentive compensation from an executive officer as required under United States securities laws;

- no board member is serving on an excessive number of public company boards;

- the Compensation Committee s engagement of an independent compensation consultant

Board of Directors Role in Risk Management

The Board of Directors oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and enhance shareholder value. Risk management includes not only understanding company specific risks and the steps management implements to manage those risks, but also what level of risk is acceptable and appropriate for the Company. Management is responsible for establishing our business strategy, identifying and assessing the related risks and implementing appropriate risk management practices. Our Board of Directors reviews our business strategy and management s assessment of the related risk, and discusses with management the appropriate level of risk for the Company. For example, the Board of Directors meets with management at least quarterly to review, advise and direct management with respect to strategic business risks, risks related to the Company s acquisition strategy, new product development risks, among others. The Board also delegates oversight to Board committees to oversee selected elements of risk.

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The Audit Committee oversees financial risk exposures, including monitoring the integrity of the Company s financial statements, internal controls over financial reporting, and the independence of the Company s Independent Registered Public Accounting Firm. The Audit Committee receives periodic internal controls and related assessments from the Company s finance department and an annual attestation report on internal control over financial reporting from the Company s Independent Registered Public Accounting Firm. The Audit Committee also assists the Board of Directors in fulfilling its oversight responsibility with respect to compliance matters and meets at least quarterly with our finance department, Independent Registered Public Accounting Firm and internal or external legal counsel to discuss risks related to our financial reporting function. In addition, the Audit Committee ensures that the Company s business is conducted with the highest standards of ethical conduct in compliance with applicable laws and regulations by monitoring our Code of Business Conduct and Ethics Policy and our Corporate Compliance Hotline, and the Audit Committee discusses other risk assessment and risk management policies of the Company periodically with management.

The Compensation Committee participates in the design of compensation structures that create incentives that encourage a level of risk-taking behavior consistent with the Company s business strategy as is further described in the Compensation Discussion and Analysis section.

The Strategic Initiative Committee evaluates and assists the board of directors in overseeing the Company s implementation of key strategic initiatives.

The Nominating & Governance Committee oversees governance-related risks by working with management to establish corporate governance guidelines applicable to the Company, and making recommendations regarding director nominees, the determination of director independence, Board leadership structure and membership on Board committees.

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COMPENSATION DISCUSSION AND ANALYSIS (CD&A)

The following discussion and analysis contains statements regarding individual and company performance targets and goals used in setting compensation for our named executive officers. These targets and goals are disclosed in the limited context of the Company s compensation programs and should not be understood to be statements of management s future expectations or estimates of future results or other guidance. The Company specifically cautions investors not to apply these statements to other contexts.

This section describes the Company s executive compensation philosophy, objectives and programs, as well as the compensation-related actions taken in 2014 and planned for 2015 for our chief executive officer, our president, our chief financial officer, our chief operating officer, and our executive vice president. These executives are referred to in this section as our named executive officers, or NEOs, and were:

Brad Pyatt Chief Executive Officer

Richard Estalella President

John Price Chief Financial Officer

James Greenwell Chief Operating Officer

Cory Gregory Executive Vice President

Don Prosser Former Chief Financial Officer

Gary Davis Former Chief Financial Officer

Sydney Rollock Former Chief Marketing & Sales Officer

In April 2014, Mr. Davis terminated his position as Chief Financial Officer.

In October 2014, Mr. Rollock terminated his position as Chief Marketing and Sales Officer.

In March 2015, Mr. Prosser stepped down as Chief Financial Officer and assisted the Finance organization through the conclusion of his contract on April 15, 2015.

COMPENSATION PRINCIPLES AND MSLP BEST PRACTICES

The following highlights what we do and don t do to build shareholder alignment:

WHAT WE DO

- ü Maintain a majority of at-risk compensation for each executive s total compensation
- ü Cap annual incentive payouts for each executive
- ü Utilize an independent compensation consultant
- ü Continue ongoing dialogue with shareholders
- ü Maintain stock ownership guidelines for executive officers and directors

WHAT WE DON T DO

- × Provide excise tax gross-ups
- × Allow hedging, pledging or shorting of company stock by any employee or director
- × Re-price or buyback stock options

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EXECUTIVE SUMMARY AND COMPENSATION PHILOSOPHY

The Compensation Committee designs the Company s executive compensation program to align executives with shareholder interests. The objective of the program is to attract and retain well-qualified executives by rewarding performance that builds shareholder value.

Strong Company Revenue Performance in 2014

In 2014, MusclePharm achieved record net revenue growth year-over-year, adding $67 million in revenue (60% year-over-year growth), on top of $44 million in net revenue growth in 2013 (65% year-over-year growth).

Last year s substantial revenue growth is consistent with the Company s continued year-over-year performance.

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MusclePharm expects to continue its year-over-year growth as we accelerate our global growth initiatives to bolster product demand in international markets. We are currently selling our products in over 120 countries and are currently laying the groundwork for further expansion in foreign countries.

CEO Realizable Pay

In order to provide a more complete view of how the CEO s pay is aligned with shareholder interests, it is important to consider the CEO s realizable pay. As depicted in the chart below, the CEO s realizable pay rises and drops with the Company s stock price.

Realized pay is comprised of (i) base salary, (ii) actual annual incentive received, (iii) equity awards vesting in 2014 valued at the Company s year-end close price, and (iv) all other compensation earned in 2014.

Summary of MSLP s Key Compensation Practices

The following discussion and analysis contains statements regarding individual and Company performance targets and goals used in setting compensation for our named executive officers. These targets and goals are disclosed in the limited context of the Company s compensation programs and should not be understood to be statements of management s future expectations or estimates of future results or other guidance. The Company specifically cautions investors not to apply these statements to other contexts.

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This section describes the Company s executive compensation philosophy, objectives and programs, as well as the compensation-related actions taken in 2014 and planned for 2015 for our chief executive officer, our president, our chief financial officer, our chief operating officer, and our executive vice president. These executives are referred to in this section as our named executive officers, or NEOs, and were:

Brad Pyatt Chief Executive Officer

Richard Estalella President

John Price Chief Financial Officer

James Greenwell Chief Operating Officer

Cory Gregory Executive Vice President

Don Prosser Former Chief Financial Officer[1]

Gary Davis Former Chief Financial Officer[2]

Sydney Rollock Former Chief Marketing & Sales Officer[3]

1 In March 2015, Mr. Prosser stepped down as Chief Financial Officer and assisted the finance organization through the conclusion of his contract on April 15, 2015.
2 Gary Davis resigned as the Chief Financial Officer in April 2014.
3 Sydney Rollock resigned as the Chief Marketing and Sales Officer on October 9, 2014.

The compensation data from MusclePharm s peer companies plays an important role in the Compensation Committee s decision making. Longnecker works with the Compensation Committee to establish a compensation peer group to be used in the market executive compensation analysis. When determining potential peer companies, Longnecker and the Compensation Committee search for public companies in MusclePharm s industry and are similar in size based on revenue, assets, net income, market capitalization and total enterprise value. Additional factors such as geographical operations, complexity of operations, and optical implications were also considered in the peer company selection process.

The following table includes the peer companies included in the 2014 Compensation Peer Group.

2014 Compensation Peer Group

American Oriental Bioengineering, Inc.	**Nu Skin Enterprises Inc.**
Blyth, Inc.	Nutraceutical International Corporation
Boulder Brands, Inc.	Nutrisystem, Inc.
Lifevantage Corporation	Omega Protein Corporation
Mannatech, Incorporated	**Prestige Brands Holdings, Inc.**
Medifast Inc.	**The Hain Celestial Group, Inc.**
Nature s Sunshine Products Inc.	**Vitacost.com, Inc.**

In 2015, Longnecker and the Compensation Committee redesigned the compensation peer group to include more sector-specific and similarly-sized competitors. The **bolded companies** under the 2014 peer group table were replaced by the bolded companies in the 2015 compensation peer group table below.

2015 Compensation Peer Group

Balchem Corp.	**Natural Alternatives International Inc.**
Boulder Brands, Inc.	**Natural Health Trends Corp.**
Immunotec Inc.	Nature s Sunshine Products Inc.
Innophos Holdings Inc	Nutraceutical International Corporation
Lifevantage Corporation	Nutrisystem, Inc.
Mannatech, Incorporated	Omega Protein Corporation
Medifast Inc.	**Reliv International, Inc.**

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Compensation Philosophy

MusclePharm s executive compensation program is based on an overarching pay-for-performance philosophy where the significant portion of the total compensation for all of its NEOs is based on corporate performance against objectives designed to both grow the Company and increase shareholder value. The Compensation Committee believes the Company s executive compensation structure provides appropriate incentives to executives to achieve financial, growth and operational excellence goals without encouraging them to take excessive risks in their business decisions.

Compensation Objectives

The Compensation Committee oversees the executive compensation program. MusclePharm s executive compensation program is designed to attract, motivate and retain talented executives that will drive Company growth and create long-term shareholder value. The Compensation Committee has established the following set of objectives for the executive compensation program:

- Compensation should be market competitive: The executive compensation program is designed to provide market-competitive total compensation while maintaining fiscal responsibility for shareholders;

- Compensation should reward performance and support MusclePharm s business strategy: A majority of the NEOs total compensation is variable and dependent upon the achievement of key annual and long-term performance measures; and

- Compensation should be aligned with shareholders interests: MusclePharm s compensation program also seeks to reward executive officers for increasing the Company s stock price over the long-term by providing the majority of total compensation opportunities for executive officers in the form of long-term equity awards.

Role of the Compensation Committee and Management in Setting Compensation

The Compensation Committee has the primary authority to approve the compensation provided to the Company s executive officers. Since 2013, the Compensation Committee retained Longnecker an independent executive compensation consulting firm, to assist in executive compensation matters. Longnecker reports to and is accountable to the Compensation Committee, and may not conduct any other work for us without the authorization of the Compensation Committee. Longnecker did not provide any additional services to MusclePharm in 2014 beyond its engagement as an advisor to the Compensation Committee on executive compensation matters. After review and consultation with Longnecker, the Compensation Committee has determined that Longnecker is independent and there is no conflict of interest resulting from the engagement of Longnecker. In reaching these conclusions, the Compensation Committee considered the factors set forth in Exchange Act Rule 10C-1 and NASDAQ listing standards.

In 2014, Longnecker provided market executive compensation analyses as well as advice to the Compensation Committee with respect to competitive compensation practices in similar organizations and determining the appropriate levels of salary, annual incentives and long-term incentives to MusclePharm s top executive officers. In 2015, Longnecker worked with the Committee and Management to revise the 2015 annual and long-term incentive programs.

To aid the Compensation Committee in making its compensation determinations, the CEO provides recommendations annually to the Compensation Committee regarding the compensation of all executive officers, excluding himself. Each named executive officer other than the CEO, in turn, participates in an annual performance review with the CEO to provide input about their contributions to the Company s success. The Compensation Committee gathers data on the CEO s performance through several channels, including qualitative and quantitative assessments of the Company s performance, discussions with other members of the management

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team and discussions with other members of the Board of Directors. Each Compensation Committee meeting ordinarily includes an executive session without members of management present.

Corporate and individual performance goals are established at the beginning of the year. The Company s annual financial plan is formulated by the executive management team and is submitted for review and approval by the Board of Directors. The Compensation Committee retains the authority under the annual and long-term incentive plans to use negative discretion in relation to the annual incentive and equity awards achieved by meeting or exceeding pre-determined objectives. In addition, the Compensation Committee also has the authority to make discretionary bonus awards to NEOs.

Setting Executive Compensation

The Compensation Committee considers multiple sources of internal and external data in making executive compensation decisions. Every year the Committee reviews the executive compensation program relative to the market using a blend of data gathered from peer company proxy statements and published compensation survey data. This analysis provides the necessary background to the Compensation Committee to ensure the executive compensation program is market-competitive. However, the Compensation Committee does not guarantee that any executive will receive a specific market-derived compensation level.

In addition, the Compensation Committee has taken the approach of determining the mix of compensation elements, such as base salary, annual incentives and long-term equity awards, on an individual basis. The Compensation Committee allocates total compensation between cash and equity compensation based on a number of factors, including competitive practices utilized by the companies in MusclePharm s compensation peer group (discussed below), the role and responsibilities of the individual executive, and the performance the Company wants to drive behaviors toward.

ELEMENTS OF EXECUTIVE COMPENSATION

MusclePharm s executive compensation program has three major components: base salary, annual incentive and long-term equity compensation. The majority of each executive s total compensation package is comprised of long-term equity compensation, which creates a natural alignment between executives interests and shareholder interests.

Approximately 95% of the CEO total compensation package is not guaranteed or at-risk. In addition, 90% of the CEO s compensation is subject to changes in the value of MSLP common stock.

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NOTE: Less than 1% of the CEO s total compensation is comprised of benefits, perquisites and retirement plan contributions, which are also used as tools for retaining key talent.

Similar to the CEO, the other NEOs have a compensation structure that is aligned to shareholder interests. The average compensation structure for the other NEOs is approximately:

Base Salary: 10% of total compensation

Annual Incentive: 10% of total compensation

Long-term Incentive: 80% of total compensation

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Base Salary

Base salaries play an essential role in attracting and retaining the key talent needed to run MusclePharm successfully. In determining whether to make adjustments to base salaries for the executive officers, the Compensation Committee reviews information regarding relevant market data. In addition, each year, the Compensation Committee determines whether to approve merit increases to the executive officers base salaries based upon the Company s performance, their individual performance, changes in duties and responsibilities and the recommendations of the CEO (except for purposes of determining his own salary). No formulaic or guaranteed base salary increases are provided to the NEOs. As an overall group, the base salaries for MSLP s top executives are aligned with or under the market 25th percentile of our independent consultant s market analysis. While base salaries play an integral part of a competitive compensation package, it is the Company s philosophy to align long-term shareholder interests with that of the executive team s total direct compensation. The Committee will continue to align base salaries with the market as well as place more emphasis on annual and long-term incentives in conjunction with base salary adjustments. This will position the Company to remain competitive from a recruiting and shareholder perspective.

After performing its annual review of the executive team s base salary levels, the Compensation Committee decided to increase base salaries for 2015 in order to be more competitive with the market. The following table summarizes the adjustments made to each executive s base salary.

Name	2014 Base Salary	2015 Base Salary
Brad Pyatt	$ 325,000	$ 425,000
Richard Estalella	$ 300,000	$ 375,000
James Greenwell	$ 275,000	$ 300,000
John Price [1]		$ 250,000
Cory Gregory	$ 200,000	$ 200,000
Don Prosser [2]	$ 275,000	
Gary Davis [3]	$ 250,000	
Sydney Rollock [4]	$ 225,000	

1 John Price was appointed as the Chief Financial Officer on March 5, 2015.

2 Don Prosser was appointed as the Chief Financial Officer on April 15, 2014 and stepped down as the Chief Financial Officer on March 5, 2015 and assisted the finance organization through the conclusion of his contract on April 15, 2015.

3 Gary Davis resigned as the Chief Financial Officer on April 15, 2014.

4 Sydney Rollock resigned as the Chief Marketing and Sales Officer on October 9, 2014.

Annual Incentive 2014

Each of the NEOs is eligible to earn an annual incentive bonus through the Company s Executive Bonus Program. The program pays out bonuses based on corporate and individual performance during a given year.

The following table shows the 2014 Bonus Program structure.

	2014 Executive Bonus Program Measures	Weighting
	Revenue Target	25%
Corporate[1]	EBITDA Target	25%
Individual	A number of goals and objectives, both quantitative and qualitative, specific to each executive s responsibilities within the Company.	50%

1 The Bonus Program includes stretch revenue and EBITDA targets that, if met, payout an additional bonus worth 25% of each of the corporate goal targeted bonuses.

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In January 2015, the Compensation Committee reviewed the 2014 corporate performance and each executive s 2014 performance and determined their actual bonus payout. The following tables summarize the actual bonus payouts determined by Compensation Committee.

Corporate Objectives 2014

In 2014, the Company achieved the revenue target as well as the stretch target. However, the Company s EBITDA levels failed meet the pre-determined EBITDA target; no payouts were made for the EBITDA portion of the Executive Bonus Program.

Executive	Revenue		EBITDA	
	Target	Actual	Target	Actual
Brad Pyatt	$ 81,250	$ 101,563	$ 81,250	$ 0
Richard Estalella	$ 81,250	$ 91,406	$ 81,250	$ 0
James Greenwell [1]	$ 49,041	$ 61,301	$ 49,041	$ 0
Cory Gregory	$ 56,250	$ 63,281	$ 56,250	$ 0
Don Prosser [1,2]	$ 39,844	$ 44,824	$ 39,844	$ 0
Gary Davis [3]				
Sydney Rollock [4]				

1 James Greenwell and Don Prosser s target amounts were prorated based on hire date.

2 Don Prosser stepped down as the Chief Financial Officer on March 5, 2015 and assisted the Finance organization through the conclusion of his contract on April 15, 2015.

3 Gary Davis resigned from his position on April 15, 2014 and received a prorated amount of his targeted annual incentive, see 2014 total bonus payout on page 24.

4 Sydney Rollock resigned from his position on October 9, 2014 and received a prorated amount of his targeted annual incentive, see 2014 total bonus payout on page 24.

Individual Goals 2014

The Compensation Committee evaluated the performance of each of the top executives in relation to their pre-determined individual goals for 2014.

Executive	Individual Goals	
	Target	Actual
Brad Pyatt	$ 162,500	$ 213,282
Richard Estalella	$ 162,500	$ 172,657
James Greenwell [1]	$ 98,083	$ 79,692
Cory Gregory	$ 112,500	$ 119,532
Don Prosser [1,2]	$ 79,688	$ 43,828
Gary Davis [3]		
Sydney Rollock [4]		

[1] James Greenwell and Don Prosser s target amounts were prorated based on hire date.

[2] Don Prosser stepped down as the Chief Financial Officer on March 5, 2015 and assisted the finance organization through the conclusion of his contract on April 15, 2015.

[3] Gary Davis resigned from his position on April 15, 2014 and received a prorated amount of his targeted annual incentive.

[4] Sydney Rollock resigned from his position on October 9, 2014 and received a prorated amount of his targeted annual incentive.

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2014 Total Bonus Payout

Overall, the top executives earned below targeted bonuses for 2014 performance.

Executive	Total 2014 Bonus Payout		
	Target	Actual	Actual as a % of Target
Brad Pyatt	$ 325,000	$ 314,845	97%
Richard Estalella	$ 325,000	$ 264,063	81%
James Greenwell[1]	$ 196,165	$ 140,993	72%
Cory Gregory	$ 225,000	$ 182,813	81%
Don Prosser[1,2]	$ 159,375	$ 88,652	56%
Gary Davis[3]	$ 250,000	$ 125,000	50%
Sydney Rollock[4]	$ 250,000	$ 180,000	72%

1 James Greenwell and Don Prosser s target amounts were prorated based on hire date.

2 Don Prosser stepped down as the Chief Financial Officer on March 5, 2015 and assisted the Finance organization through the conclusion of his contract on April 15, 2015.

3 Gary Davis resigned from his position on April 15, 2014 and received a prorated amount of his targeted annual incentive pursuant to his severance agreement.

4 Sydney Rollock resigned from his position on October 9, 2014 and received a prorated amount of his targeted annual incentive pursuant to his severance agreement.

Annual Incentive 2015

In early 2015, the Compensation Committee revised the Executive Bonus Program to better reflect the Company s objectives for 2015. The Compensation Committee determined that a corporate profitability measure should be implemented in the 2015 Executive Bonus Program.

The following table illustrates the Compensation Committee s structure for the 2015 Executive Bonus program.

	2015 Executive Bonus Program Measures	Weighting
	Revenue Target	25%
Corporate	EBITDA Target	20%
	Gross Margin	10%
Individual	A number of goals and objectives, both quantitative and qualitative, specific to each executive s responsibilities within the Company.	45%

Long-term Incentive

Long-term incentives granted by the Company have historically been in the form of restricted stock, which generally vests over a three to five-year period. Restricted stock grants are used as an effective retention tool while simultaneously aligning executives interests with those of shareholders. The Compensation Committee believes that restricted stock awards are an effective tool for adding an immediate financial incentive to remain with and work for us that will mitigate potential attempts by labor market competitors to recruit critical employees.

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In October 2014, the Compensation Committee made the following grants of restricted stock to MusclePharm s top executives:

	2014 Long-term Incentive Grant
Executive	(# of shares)
Brad Pyatt	500,000
Richard Estalella	250,000
James Greenwell	100,000
Cory Gregory	100,000
Don Prosser [1]	100,000
Gary Davis [2]	
Sydney Rollock [3]	75,000

1 Don Prosser stepped down as the Chief Financial Officer on March 5, 2015 and assisted the Finance organization through the conclusion of his contract on April 15, 2015.

2 Gary Davis resigned from his position on April 15, 2014 and did not receive a long-term incentive equity grant in 2014.

3 Sydney Rollock resigned from his position on October 9, 2014.

In October 2014, John Price received 50,000 restricted shares in connection with his appointment as Executive Vice President of Finance. In April 2015, Mr. Price received an additional 50,000 restricted shares in connection with his promotion to Chief Financial Officer. The foregoing restricted stock awards have a four-year vesting schedule in order to provide an incentive for continued employment.

Severance and Change in Control Agreements

We have entered into change in control agreements and severance agreements with certain of our executive officers to provide severance and/or change in control benefits. The Compensation Committee believes these types of agreements are essential in order to attract and retain qualified executives and promote stability and continuity in our senior management team. We believe that the stability and continuity provided by these agreements are in the best interests of our shareholders. For details, see Employment, Severance and Change in Control Arrangements below.

Tax Deductibility of Compensation

The Committee considers the tax impact of our executive compensation programs. Section 162(m), as interpreted by U.S. Internal Revenue Service Notice 2007-49, imposes a $1 million limitation on the deductibility of certain compensation paid to certain officers. The Committee retains full discretion to award compensation packages that will best attract, retain, and reward executive officers. We may or may not in the future award compensation that is not fully deductible under Section 162(m), the Committee will act in the way it believes it will contribute to the achievement of our business objectives.

401(k) Plan

We maintain a Section 401(k) Savings/Retirement Plan (the 401(k) Plan) to cover eligible employees of the Company and any designated affiliate in the United States. The 401(k) Plan permits eligible employees to defer up to the maximum dollar amount allowed by law. The employees elective deferrals are immediately vested and non-forfeitable upon contribution to the 401(k) Plan. We currently make discretionary matching contributions to the 401(k) Plan in an amount equal to 100 percent of deferrals up to 4 percent of the participant s annual base pay and subject to a total employer contribution $10,400, and certain other limits. Employees who are 21 years of age or older are eligible to participate in the 401(k) Plan after a six month waiting period.

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We do not maintain any other defined benefit, defined contribution or deferred compensation plans for our employees.

All Other Compensation

Executive officers are eligible to participate in all of our employee benefit plans, such as medical, dental, vision, group life and disability insurance, in each case on the same basis as other employees, subject to applicable law. We also provide vacation and other paid holidays to all employees, including our executive officers. In addition, we provide certain highly-compensated employees, including our NEOs, with supplemental long-term disability coverage. For purposes of eligibility for this coverage, highly-compensated employees are defined as those employees whose monthly income is higher than $13,333, or $160,000 per year. Other than as described in this section, we do not provide any special perquisites or health or welfare benefits to our NEOs that are not available to all of our employees. We provided Mr. Price with a moving allowance including temporary housing from July 2014 through August 2014 in conjunction with his relocation.

Insider Trading Policy

Our insider trading policy prohibits directors, officers, employees and all persons living in their households from trading any type of security, whether issued by us or other companies with which we do business, while aware of material non-public information relating to the issuer of the security or from providing such material non-public information to any person who may trade while aware of such information. Additionally, we restrict trading by our directors and officers, as well as other categories of employees who may be expected in the ordinary course of performing their duties to have access to material non-public information, to quarterly trading windows that begin three full trading day following the public disclosure of our quarterly or annual financial results and that ends at 5:00 pm Eastern Time 10 days prior to the end of each calendar quarter (or if a non-trading day, then on the trading day immediately prior). Furthermore, the insider trading policy requires that certain specified individuals meet with representatives of our legal department to confirm that they are not in possession of material non-public information prior to trading any security of the Company during open window periods.

Clawback/Recovery

The Compensation Committee or the Board of Directors may require the reimbursement or forfeiture of incentive compensation from an executive officer under United States securities laws. We believe that by providing the Company with the appropriate power to recover incentive compensation paid to an executive officer in this situation, the Company demonstrates its commitment to strong corporate governance.

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COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table for 2014

The following summary compensation tables sets forth all compensation awarded to, earned by, or paid to each person serving as a named executive officer of the Company during the years ended December 31, 2014, 2013, 2012.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards(1) ($)	Option Awards(1) ($)	All Other Compensation ($)**	Total ($)
Current							
Bradley J. Pyatt(0)	2014	325,000	314,063	6,500,000(2)		(20,628)(15)	7,118,439
Chief Executive Officer and President	2013	250,000	260,000	3,853,500(3)		99,042(16)	4,462,542
	2012	322,022	160,000(14)			105,984(17)	588,006
Richard F. Estalella, President(7)	2014	291,167	264,063	3,250,000(2)		22,238(15)	3,827,468
Chief Operating Officer	2013	163,000	250,000	1,101,000(3)		32,763(16)	1,546,763
James J. Greenwell(9)	2014	172,500	140,993	1,300,000(2)		5,547(15)	1,619,040
Chief Operating Officer							
Cory J. Gregory	2014	200,000	182,813	1,300,000(2)		7,224(15)	1,690,037
Executive Vice President of Brand	2013	150,000	160,000	1,651,500(3)		16,713(16)	1,978,213
Awareness and Social Media	2012	201,796	130,000			43,190(17)	374,986
Former							
Donald W. Prosser(10)	2014	195,416	81,680	1,300,000(2)		7,226(15)	1,584,322
Chief Financial Officer and Treasurer							
Sydney R. Rollock(8)	2014	225,000	180,000	711,000(5)		27,664(15)	1,143,664
Chief Marketing and Sales Officer	2013	41,667	35,160			11,498(16)	88,325
L. Gary Davis	2014	250,000	125,000			30,928(15)	405,928
Chief Financial Officer(6)	2013	175,000	235,000	2,202,000(3)		11,953(16)	2,623,953
	2012	65,000	75,000	204,500(4)		390(17)	344,890
John H. Bluher	2013	366,379	158,750	1,651,500(3)		4,443(16)	2,181,072
Executive Vice President(12)	2012	182,292	130,000	245,400(4)		13,300(17)	570,992
Jeremy R. DeLuca	2013	225,000	225,000	2,477,250(3)		28,819(16)	2,956,069
Executive Vice President and Chief	2012	187,500	130,000			60,331(17)	352,399
Marketing Officer(11)							
Larry S. Meer(13)	2012	120,000	31,797			6,146(17)	157,943
Chief Financial Officer and Treasurer							

** The Company s executive compensation table and, specifically, perquisites as disclosed in the Other Compensation column of the executive compensation table is currently under review with the SEC as part of the SEC Investigation as discussed in Note 10 of the Notes to Consolidated Financial Statements. The audit committee has conducted a detailed and thorough analysis of the perquisites for the periods of 2010, 2011, 2012 and 2013 as part of the preparation of these tables and the SEC Investigation.

(0) Mr. Pyatt was President until he resigned in April 2014.

(1) Amounts reflect the aggregate grant date fair value of stock awards computed in accordance with FASB ASC Topic 718. The grant date fair value of each stock award is measured based on the closing price of our common stock on the date of grant. A portion of the stock grant is subject to vesting provisions and subject to forfeiture.

(2) Reflects the full grant date fair value of restricted stock unit award granted in 2014 calculated in accordance with FASB ASC topic 718 based on the closing price of the common stock of $13.00 on the date of the grant.

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(3) Reflects the full grant date fair value of restricted stock unit award granted in 2013 calculated in accordance with FASB ASC topic 718 based on the closing price of the common stock of $11.01 on the date of the grant.
(4) Reflects the full grant date fair value of restricted stock unit award granted in 2012 calculated in accordance with FASB ASC Topic 718 based on the closing price of the common stock of $3.48 (after adjustment for the reverse split of 1-for-850) on the date of grant.
(5) Reflects the full grant date fair value of restricted stock unit award granted in 2014 calculated in accordance with FASB ASC topic 718 based on the closing price of the common stock of $9.48 on the date of the grant.
(6) Mr. Davis resigned his position as the Company s Chief Financial Officer on April 15, 2014.
(7) Mr. Estalella was appointed to his position as the Company s Chief Operating Officer on April 29, 2013 and was appointed as President in April 2014 at which time he resigned as Chief Operating Officer.
(8) Mr. Rollock was appointed to his position as the Company s Chief Marketing and Sales Officer on October 16, 2013 and resigned his position on October 9, 2014.
(9) Mr. Greenwell was appointed to his position as the Company s Chief Operating Officer on May 12, 2014 and resigned his position on the Board of Directors.
(10) Mr. Prosser was appointed to his position as the Company s Chief Financial Officer on April 16, 2014 and resigned his position on the Board of Directors. On March 2, 2015 resigned his position as Chief Financial Officer and remained with the Company in a non executive roll until his contracts ends on April 15, 2015.
(11) Effective August 6, 2013 Mr. DeLuca was no longer a named executive officer of the Company. Mr. DeLuca continues to be employed as Executive Vice President of MusclePharm Brand and Business Development. Amounts in the table represent full year amount for salary, bonus, and stock awards. The amounts in Other Compensation in 2013 were prorated for the period of time that he was a named executive officer.
(12) Effective October 15, 2013, Mr. Bluher resigned his position with the Company, but continued to serve on the Company s Board of Directors through December 31, 2013. The amounts in the above table represent full year amounts paid to him including any severance compensation.
(13) Effective July 3, 2012, Mr. Meer resigned his position as Chief Financial Officer with the Company.
(14) Included in the $160,000 bonus for Mr. Pyatt is $9,696 that was previously recorded as an Other Receivable.
(15) Amounts under All Other Compensation for 2014 include the following Company 401(k) matching contributions, life insurance premiums paid by the Company on behalf of the executive officers and perquisites:

	Pyatt ($)	Davis ($)	Estalella ($)	Rollock ($)	Gregory ($)	Greenwell ($)	Prosser ($)
Company 401(k) Matching Contributions	10,400	10,400	10,400	9,340	5,750	1,422	2,835
Miscellaneous (a)	5,000	5,000	5,000	5,000	5,000	625	625
Automobile Expenses (b)	3,463	3,000	6,000	5,750	6,000	3,500	4,000
Club Fees and Expenses (c)	21,969						
Life Insurance Premiums	626	13,044	1,732		272		
Relocation (d)				7,574			
Repayment of perks (e)	(62,082)	(516)	(893)		(9,798)		(234)
TOTAL	(20,624)	30,928	22,239	27,664	7,224	5,527	7,226

(a) These amounts include payments by the Company for miscellaneous business related expenses.
(b) We provided an automobile allowance for Mr. Davis, Mr. Estalella, Mr. Rollock, Mr. Gregory, Mr. Greenwell, and Mr. Prosser and the use of a Company car for Mr. Pyatt. For the Company car provided to Mr. Pyatt, the Company insures the car under its insurance programs, pays all registration, license, taxes

and other fees on the car, pays for all repairs and reimburses Mr. Pyatt for all gas and maintenance costs on the car. The amount disclosed for Mr. Pyatt represents that portion of the total annual cost to the Company for the automobile provided to Mr. Pyatt attributable to his personal use.

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(c) Represents payments for club memberships for Mr. Pyatt including monthly dues, golf guest fees, meals and entertainment costs at the clubs and other personal expenses incurred by the executive officers at the clubs, including apparel.

(d) Represents relocation expenses, including air travel, house hunting, temporary housing and moving expenses.

(e) This amount represents the amount paid to the Company for reimbursement of prior personnel use items.

(16) Amounts under All Other Compensation for 2013 include the following Company 401(k) matching contributions, life insurance premiums paid by the Company on behalf of the executive officers and perquisites:

	Pyatt ($)	Davis ($)	Estalella($)	Rollock ($)	Gregory($)	Deluca ($)	Bluher ($)
Company 401(k) Matching Contributions	14,566	2,250				5,079	2,500
Miscellaneous (a)	11,923	5,300	3,633	1,342	5,437	300	300
Automobile Expenses (b)	5,433	1,250	1,250	1,000	6,715	6,000	
Club Fees and Expenses (c)	32,927					7,992	
Life Insurance Premiums	363	182	182	91	110	182	182
Meals and Entertainment (d)	750				966	2,000	
Retreat Attendance (e)	7,708	2,724	893		3,196	2,571	
Personal Travel (f)	573	38	96		78	1,694	1,000
Phone (g)	3,599	208	1,109	125	211	3,000	461
Relocation (h)			25,600	8,940			
Miscellaneous (i)	21,200						
TOTAL	99,042	11,953	32,763	11,498	16,713	28,819	4,443

(a) These amounts include payments by the Company for miscellaneous business related expenses.

(b) We provided an automobile allowance for Mr. Davis, Mr. Estalella, Mr. Rollock, Mr. Gregory and Mr. Deluca and the use of a Company car for Mr. Pyatt. For the Company car provided to Mr. Pyatt, the Company insures the car under its insurance programs, pays all registration, license, taxes and other fees on the car, pays for all repairs and reimburses Mr. Pyatt for all gas and maintenance costs on the car. The amount disclosed for Mr. Pyatt represents that portion of the total annual cost to the Company for the automobile provided to Mr. Pyatt attributable to his personal use.

(c) Represents payments for club memberships for Mr. Pyatt and Mr. Deluca, including monthly dues, golf guest fees, meals and entertainment costs at the clubs and other personal expenses incurred by the executive officers at the clubs, including apparel. The $32,927 paid on behalf of Mr. Pyatt for 2013 represents $4,968 in monthly dues, $10,329 in meals and entertainment expenses incurred at the clubs, $6,754 in equipment and golf bags for athletes, $3,075 in guest fees for golf, and $7,081 in miscellaneous club charges, including apparel, golf equipment and other miscellaneous charges. The $7,992 paid on behalf of Mr. Deluca for 2013 represents $3,000 in initiation fees, $3,408 in annual dues and $1,584 in meals, entertainment, guest fees and other miscellaneous charges. Of the meals, guest fees, equipment and entertainment expenses paid for on behalf of Mr. Pyatt and Mr. Deluca, the Company believes a portion of those expenses represented business-related expenditures. However, because of our inability to quantify with certainty the portion of these expenses that were for personal use, we have included all of such expenses paid by the Company as perquisites in the table.

(d)

Represents meals, entertainment, event tickets and other incidental expenses (such as parking) paid in connection with the executive officers or his spouse s participation in community and business entertainment functions. The Company believes a portion of these expenses represented business-related expenditures. However, because of our inability to quantify with certainty the portion of these expenses that were for personal use, we have included all of such expenses paid by the Company for which we cannot verify a business purpose as perquisites in the table. Because of the sports-oriented nature of the business, it is important for executives to attend a wide variety of sporting events. In addition to events for which we purchase tickets to facilitate attendance by our executives and their spouses, we also provide our executives and/or their spouses with event tickets that are provided to the Company [free of charge] through its various sponsorship relationships in order to facilitate the Company s business interests and the executives role as Company representatives at events related to the Company s business and sponsorship and athlete relationships. There is typically no incremental cost to the Company of providing these tickets. Where there was an incremental cost to the Company of the executive s or the spouse s attendance, we have included the cost of such tickets in this total.

Because of the sports-oriented nature of the Company s business, the Company maintains a fully-functioning gym at several of its locations and provides use of the gym free of charge for any and all employees, including the executives. Although use of the Company s gym facilities is a perquisite, there is no incremental cost to the Company of providing this gym access to the executives, and thus no amounts are included in relation to such gym facilities.

(e) Spouses (and, with respect to Mr. Pyatt, his children and their caregiver) were invited to attend a Board of Directors and executive retreat in Dana Point, California. These amounts include airfare for spouses, hotel expenses for Mr. Pyatt s children and caregiver, hotel expenses for extra nights stayed by the executives following the retreat, charges for upgrades to premium room categories, meals and entertainment expenses during the retreat for the executives and their family members, and leisure activities during the retreat for the executives and their spouses (including golf and spa expenses). The cost of air travel attributed to each executive s spouse was calculated based on the price per airline ticket. All such travel was on commercial airlines.

(f) During 2013 we made numerous payments on behalf of the executive officers for travel, for which we cannot verify a business purpose. Because of our inability to quantify with certainty the portion of these travel expenses that were for personal use, we have included all such travel expenses paid by the Company for which we cannot verify a business purpose as perquisites in the table. These amounts include airfare for the executive and/or his spouse, cost for airline upgrades, hotel expenses, meals, entertainment and leisure activities for the executive and/or his spouse and luggage charges during trips taken during 2013. The cost of air travel was calculated based on the price per airline ticket and all air travel was on commercial airlines.

(g) Represents payments for cellular phone monthly fees and usage costs for the executive (or, with respect to Mr. Pyatt and Mr. Bluher, their spouses) and cost of replacement cellular phones.

(h) Represents relocation expenses, including air travel, house hunting, temporary housing and moving expenses.

(i) This amount represents the amount paid by the Company to a public relations firm on behalf of Mr. Pyatt.

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(17) Amounts under All Other Compensation for 2012 include the following Company 401(k) matching contributions, life insurance premiums paid by the Company on behalf of the executive officers and perquisites:

	Pyatt ($)	Davis ($)	Bluher ($)	Deluca ($)	Gregory ($)	Meer ($)
Company 401(k) Matching Contributions	10,667		6,683	5,750	1,333	2,700
Miscellaneous (a)	609	300	300	300	1,356	300
Automobile Expenses (b)	2,187			6,250	4,982	165
Club Fees and Expenses (c)	54,595			9,377	852	
Healthcare Costs (d)	80				1,050	
Life Insurance Premiums	360	90	180	180	180	360
Meals and Entertainment (e)	3,915			6,925	6,059	
Phone (f)			3,695	3,125		
Retreat Attendance (g)	5,031		2,442	6,261	5,650	2,621
Personal Travel (h)	13,015			22,163	21,728	
Miscellaneous (i)	15,525					
TOTAL	105,984	390	13,300	60,331	43,190	6,146

(a) These amounts include payments by the Company for miscellaneous business related expenses.

(b) We provided an automobile allowance for Mr. Deluca and Mr. Gregory and the use of a Company car for Mr. Pyatt. For the Company car provided to Mr. Pyatt, the Company insures the car under its insurance programs, pays all registration, license, taxes and other fees on the car, pays for all repairs and reimburses Mr. Pyatt for all gas and maintenance costs on the car. The amount disclosed for Mr. Pyatt represents that portion of the total annual cost to the Company for the automobile provided to Mr. Pyatt attributable to his personal use.

(c) Represents payments for club memberships for Mr. Pyatt, Mr. Deluca and Mr. Gregory, including monthly dues, initiation costs, golf guest fees, meals and entertainment costs at the clubs and other personal expenses incurred by the executive officers at the clubs, including apparel. The $54,595 paid on behalf of Mr. Pyatt for 2012 represents a $28,500 initiation fee, $7,620 in monthly dues, $12,550 in meals and entertainment expenses incurred at the clubs, $2,335 in guest fees for golf, and $3,590 in miscellaneous club charges, including apparel, golf equipment and other miscellaneous charges. The $9,377 paid on behalf of Mr. Deluca for 2012 represents $3,876 in annual dues and $5,501 in meals, entertainment, guest fees and other miscellaneous charges. Of the meals, guest fees, apparel, equipment and entertainment expenses paid for on behalf of Mr. Pyatt and Mr. Deluca, the Company believes a portion of those expenses represented business-related expenditures. However, because of our inability to quantify with certainty the portion of these expenses that were for personal use, we have included all of such expenses paid by the Company as perquisites in the table.

(d) Represents payment of medical expenses by the Company for the executive officer or his family.

(e) Represents meals, entertainment, event tickets and other incidental expenses (such as parking) paid in connection with the executive officers or his spouse s participation in community and business entertainment functions. The Company believes a portion of these expenses represented business-related expenditures. However, because of our inability to quantify with certainty the portion of these expenses that were for personal use, we have included all of such expenses paid by the Company for which we cannot verify a business purpose as perquisites in the table. Because of the sports-oriented nature of the business, it is important for executives to attend a wide variety of sporting events. In addition to events for which we purchase tickets to facilitate attendance by our executives and their spouses, we also provide our executives and/or their spouses with event tickets that are provided to the Company [free of charge] through its various sponsorship relationships in order to facilitate the Company s business interests and the executives role as Company representatives at events related to the Company s business and sponsorship and athlete relationships. There is typically no incremental cost to the Company of providing these tickets. Where there was an incremental cost to the Company of the executive s or the spouse s attendance, we have included the cost of such tickets in this total.

Because of the sports-oriented nature of the Company s business, the Company maintains a fully-functioning gym at several of its locations and provides use of the gym free of charge for any and all employees, including the executives. Although use of the Company s gym facilities is a perquisite, there is no incremental cost to the Company of providing this gym access to the executives, and thus no amounts are included in relation to such gym facilities.

(f) Represents payments for cellular phone monthly fees and usage costs and the cost of replacement cellular phones.

(g) Spouses were invited to attend a Board of Directors and executive retreat in Cabo San Lucas, Mexico. These amounts include airfare for spouses, hotel expenses for extra nights stayed by the executives following the retreat, meals and entertainment expenses during the retreat for the executives and their family members, and leisure activities during the retreat for the executives and their spouses (including golf and spa expenses). The cost of air travel attributed to each executive s spouse was calculated based on the price per airline ticket (for commercial air travel) or based on the total cost of the aircraft charter (divided by the total number of passengers) for charter air travel.

(h) During 2012 we made numerous payments on behalf of the executive officers for travel for which we cannot verify a business purpose. Because of our inability to quantify with certainty the portion of these travel expenses that were for personal use, we have included all such travel expenses paid by the Company for which we cannot verify a business purpose as perquisites in the table. These amounts include airfare for the executive and/or his spouse and family, cost for airline upgrades, hotel expenses, meals, entertainment and leisure activities for the executive and/or his spouse and luggage charges during trips taken during 2012. The cost of air travel for the executive and/or his spouse (and, for Mr. Pyatt, his children) was calculated based on the price per airline ticket (for commercial travel) or based on the total cost of the aircraft charter for charter air travel.

(i) This amount represents a cash withdrawal from an ATM using a Company credit card during two trips taken by Mr. Pyatt during 2012. While the amounts withdrawn by Mr. Pyatt were used by Mr. Pyatt for business meal and entertainment purposes during those trips, because of our inability to substantiate the use of these funds for business purposes, we have included all of such amounts as perquisites in the table.

Charitable Youth Sports Program

In March 2014, the Board of the Company approved and the Company established a charitable youth sports grant program (the Program) pursuant to which the Company will donate product giveaways, equipment purchases and cash disbursements to different organizations such as schools, sports teams and training facilities. The Company has tentatively established an annual budget of approximately $250,000 for the Program. The primary intent of the Program is to build MusclePharm brand awareness with youth athletes. The Company s other business purposes in establishing the Program is to help needy organizations achieve their goals, promote the Company s brand, help athletes develop stronger and better skills and to build the reputation of the Company as a contributor to the community. The Program is intended to be managed pursuant to written guidelines contained in a standard operating procedure adopted in March 2014. A committee consisting of the Company s President, Director of Team Development and Chief Operating Officer oversee the Program. The Company approved an initial grant in the amount of approximately $250,000 to Arvada West High School. Additionally, the Company made similar charitable contributions to other charitable youth sports organizations in the amount of approximately $30,000. The Company s Chief Executive Officer, Mr. Pyatt, is a graduate of Arvada West High School (Class of 1999) and serves as a volunteer football coach. In conjunction with input from school administration, the contributions were utilized for equipment and apparel purchases as well as training and fitness programs. During 2014, Mr. Pyatt received approximately $100.00 as compensation for his services. Pursuant to SEC guidance, including the guidance set forth in Release Nos. 33-8732A; 34-54302A; IC-27444A; File No. S7-03-06, the Company s Disclosure Committee determined that the amount of the grant under the Program to Arvada West High School should not be treated as a perquisite to Mr. Pyatt.

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Outstanding Equity Awards at Year End

The following table provides information concerning the holdings of restricted stock unit awards by our named executive officers and former executive officers as of December 31, 2014. This table includes unexercised (both vested and unvested) stock option awards and unvested restricted stock awards or unit awards with vesting conditions that were not satisfied as of December 31, 2014. Each equity grant is shown separately for each named executive officer. The vesting schedule for each outstanding equity award is shown in the footnotes following this table.

Outstanding Equity Awards at Year End

		Option Awards				Stock Awards	
Name	**Grant Date**	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock that Have Not Vested [1] (#)**	**Market Value of Shares or Units of Stock that Have Not Vested [3] ($)**
Bradley J. Pyatt	7/1/2013					290,500	2,469,250
	10/1/2014					500,000	4,250,000
Richard F. Estalella	7/1/2013					83,000	707,500
	10/1/2014					250,000	2,125,000
Donald W. Prosser	12/10/2013[2]					3,397	28,875
	7/1/2013[2]					20,750	176,375
	3/17/2014[2]					8,143	69,216
	10/1/2014					100,000	850,000
James J. Greenwell	12/10/2013[2]					3,397	28,875
	7/1/2013[2]					20,750	176,375
	3/17/2014[2]					8,143	69,216
	10/1/2014					100,000	850,000
Cory J. Gregory	7/1/2013					124,500	1,058,250
	10/1/2014					100,000	850,000
Sydney R. Rollock	5/1/2014					75,000	637,500
L. Gary Davis	11/16/2012					19,608	166,668
	7/1/2013					166,000	1,411,000
John H. Bluher	11/16/2012					23,530	200,005
	7/1/2013					124,500	1,058,250
Jeremy R. DeLuca	7/1/2013					186,750	1,587,375

(1) The table below shows the vesting dates for the respective unvested restricted stock awards and units listed in the above Outstanding Equity Awards at Year-End for 2014 Table.
(2) Includes restricted stock awards received when serving as a member of the Board of Directors.

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3 Market value of the restricted stock units represents the product of the closing price of our common stock as of December 31, 2014 (the last trading day of the year), which was $8.50, and the number of shares underlying each such award.

Vesting Date	Pyatt	Estalella	Prosser	Greenwell	Gregory	Deluca	Rollock	Davis	Bluher
1/1/2015								185,608	148,030
1/15/2015							75,000		
3/17/2015			4,071	4,071					
7/1/2015			1,699	1,699					
12/31/2015	290,500	83,000	20,750	20,750	124,500	186,750			
3/17/2016			4,072	4,072					
7/1/2016			1,698	1,698					
12/31/2016	300,000	150,000	60,000	60,000	60,000				
12/31/2017	100,000	50,000	20,000	20,000	20,000				
12/31/2018	100,000	50,000	20,000	20,000	20,000				
Total	790,500	333,000	132,290	132,290	224,500	186,750	75,000	185,608	148,030

Employment Severance and Change in Control Agreements

The following table reflects the executive team and their employment agreement termination dates as amended on December 31, 2014 and approved by the Board of Directors.

Name	**Position**	**Term**
Bradley J. Pyatt	Chief Executive Officer	December 31, 2018
Richard F. Estalella	President	December 31, 2018
John Price[1]	Chief Financial Officer	December 31, 2017
James Greenwell	Chief Operating Officer	December 31, 2016
Cory J. Gregory	Executive Vice President	December 31, 2016
Donald Prosser[2]	Former Chief Financial Officer	April 15, 2015

1 John Price was appointed Chief Financial officer on March 5, 2015.

2 Don Prosser resigned as the Chief Financial officer on March 5, 2015 and assisted the Finance Organization through the conclusion of his contract on April 15, 2015.

The employment agreements were executed and approved by the Compensation Committee and the Board of Directors. During 2013, the Compensation Committee engaged an independent third party to determine a competitive wage and bonus structure and the table below reflects the executive base salaries for 2014 based on the recommendations of the third party and approved by the Compensation Committee.

Name	**Annual Base Salary**	
Bradley J. Pyatt	$	325,000
Richard F. Estalella	$	300,000
Donald Prosser (Former Chief Financial Officer)	$	275,000
James Greenwell	$	275,000

Cory J. Gregory	$	200,000

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If the employment of an officer is terminated due to the officer s death or inability to perform, the employment agreements provide for payment to the officer of any unpaid portion of the Officer s base salary and benefits accrued through the date of death or inability to perform and, at the discretion of the Compensation Committee, a bonus. The officer or his representatives will also be entitled to receive a reimbursement of up to 12 months of Consolidated Omnibus Reconciliation Act, or COBRA, premiums, if the officer or his representatives timely elect and remain eligible for COBRA. If the officer s employment is terminated due to inability to perform, the officer will also be entitled to (i) a lump sum payment equal to the greater of (A) the target bonus payable to the Officer for the year in which the date of termination occurs or if no target bonus has been set, the officer s most recent annual bonus, and (B) a bonus for such year as may be determined by the Compensation Committee in its sole discretion; and (ii) a severance payment (payable over six months) equal to six months of the officer s base salary in effect as of the date of termination.

If the officer s employment is terminated for cause or if an Officer terminates his employment without good reason (as such terms are defined in the employment agreement), the officer will not be entitled to a severance payment or any other termination benefits. However, the Company will pay the officer any unpaid portion of the officer s base salary and benefits accrued through the date of such termination.

Upon a termination of an officer s employment (except for Mr. Pyatt and Mr. Estalella) by the Company without cause and without a change in control or by the officer for good reason without a change in control, the employment agreements provide that such officer will be entitled to (i) any unpaid portion of the officer s base salary and benefits accrued through the date of termination; (ii) an amount payable over three months and equal to the lesser of (A) nine months of the officer s base salary in effect as of the date of termination, or (B) the officer s base salary remaining under the term of his employment agreement; (iii) a lump sum payment equal to 25% of the officer s target bonus (or if no target bonus has been set, the Officer s most recent annual bonus) if the termination is between January 1 and June 30 or 50% of the Officer s target bonus (or if no target bonus has been set, the Officer s most recent annual bonus) if the termination is between July 1 and December 31; (iv) acceleration of the officer s outstanding equity awards, unless otherwise provided in the equity award agreement for a particular equity award; and (v) the officer will also be entitled to receive a reimbursement of up to 12 months of COBRA premiums, if the officer timely elects and remains eligible for COBRA.

Upon a termination of an officer s employment (except for Mr. Pyatt and Mr. Estalella) by the Company without cause and with a change in control or by the officer for good reason after a change in control, the employment agreement provides that such officer will be entitled to (i) any unpaid portion of the officer s base salary and benefits accrued through the date of termination; (ii) a severance payment (payable over 12 months) equal to 12 months of the officer s base salary in effect as of the date of termination; (iii) a lump sum payment equal to the greater of (A) 100% of the officer s target bonus in the year of termination or if no target bonus has been set, then 100% of the officer s most recent annual bonus, and (B) a bonus for such year as may be determined by the Committee in its sole discretion; (iv) a severance payment of $500,000 (payable within 30 days of the date of termination); (v) acceleration of the officer s outstanding equity awards; and (vi) the officer will also be entitled to receive a reimbursement of up to 12 months of COBRA premiums, if the officer timely elects and remains eligible for COBRA.

On June 24, 20 15, the Company entered into a new executive employment agreement with Brad Pyatt, the Chief Executive Officer of the Company (Pyatt Agreement) and Richard Estalella (Estalella Agreement), the President of the Company, pursuant to which Mr. Pyatt and Mr. Estalella agreed to serve as the Chief Executive Officer and President of the Company for an initial term of five years.

The Pyatt Agreement is automatically renewed for successive one year terms after the initial five year term unless terminated by either party at least three months prior to the end of the initial five year term or any successive one year term, as applicable. To align the total compensation of Mr. Pyatt to the recommendations of Longnecker, the Company agrees to pay Mr. Pyatt a base salary of $425,000 for 2015, $570,000 for 2016 and $592,000 for 2017 (Pyatt Base Salary). The annual adjustments after 2017 shall be determined by the

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Compensation Committee of the Board (Compensation Committee). In addition, Mr. Pyatt is also entitled to receive (i) an annual incentive bonus of up to 125% of the Pyatt Base Salary, based on his substantial performance as determined by the Compensation Committee (Pyatt Annual Bonus) and (ii) restricted shares, incentive stock options and/or performance shares or combination thereof to be determined by the Compensation Committee (Pyatt Long Term Incentive). The fixed value of the Pyatt Long Term Incentive granted to Mr. Pyatt shall be $817,000 for 2015, $840,000 for 2016 and $873,600 for 2017. In addition to the Pyatt Long Term Incentive, Mr. Pyatt shall be eligible for grants of awards available to senior executive officers of the Company under the Company s Equity Incentive Plans as the Compensation Committee or the Board of Directors may from time to time determine.

Upon termination of employment for any reason, Mr. Pyatt shall be entitled to: (A) all Pyatt Base Salary earned through the date of termination; (B) any and all reasonable expenses paid or incurred by Mr. Pyatt; (C) any accrued but unused vacation time through the termination date; and (D) any Pyatt Annual Bonuses earned through the date of termination; and (E) all Pyatt Long Term Incentives earned prior to termination. Additionally, if Mr. Pyatt s employment is terminated prior to expiration of the employment period other than for Cause (as defined in the Pyatt Agreement) or Mr. Pyatt terminates his employment without Good Reason (as defined in the Pyatt Agreement) and other than for a Change in Control (as defined in the Pyatt Agreement), Mr. Pyatt shall be entitled to receive a cash amount equal to 300% of the sum of the Pyatt Base Salary, Pyatt Annual Bonus and Pyatt Long Term Incentive earned during the year immediately preceding the date of termination.

The Estalella Agreement is automatically renewed for successive one year terms after the initial five year term unless terminated by either party at least three months prior to the end of the initial five year term or any successive one year term, as applicable. To align the total compensation of Mr. Estalella to the recommendations of Longnecker, the Company agrees to pay Mr. Estalella a base salary of $375,000 for 2015, $484,500 for 2016 and $503,880 for 2017 (Estalella Base Salary). The annual adjustments after 2017 shall be determined by the Compensation Committee. In addition, Mr. Estalella is also entitled to receive (i) an annual incentive bonus of up to 125% of the Estalella Base Salary, based on his substantial performance as determined by the Compensation Committee (Estalella Annual Bonus) and (ii) restricted shares, incentive stock options and/or performance shares or combination thereof to be determined by the Compensation Committee (Estalella Long Term Incentive). The fixed value of the Estalella Long Term Incentive granted to Mr. Estalella shall be $695,000 for 2015, $714,000 for 2016 and $742,500 for 2017. In addition to the Estalella Long Term Incentive, Mr. Estalella shall be eligible for grants of awards available to senior executive officers of the Company under the Company s Equity Incentive Plans as the Compensation Committee or the Board of Directors may from time to time determine.

Upon termination of employment for any reason, Mr. Estalella shall be entitled to: (A) all Estalella Base Salary earned through the date of termination; (B) any and all reasonable expenses paid or incurred by Mr. Estalella; (C) any accrued but unused vacation time through the termination date; and (D) any Estalella Annual Bonuses earned through the date of termination; and (E) all Estalella Long Term Incentives earned prior to termination. Additionally, if Mr. Estalella s employment is terminated prior to expiration of the employment period other than for Cause (as defined in the Estalella Agreement) or Mr. Estalella terminates his employment without Good Reason (as defined in the Estalella Agreement) and other than for a Change in Control (as defined in the Estalella Agreement), Mr. Estalella shall be entitled to receive a cash amount equal to 200% of the sum of the Estalella Base Salary, Estalella Annual Bonus and Estalella Long Term Incentive earned during the year immediately preceding the date of termination.

The employment agreements also contain customary confidentiality, non-competition and non-solicitation provisions. Under the non-compete provisions, during the term of his employment agreement and for a period of six months after termination of employment, the officer is prohibited from, directly or indirectly, engaging in or becoming interested financially in, as a principal, employee, partner, contractor, shareholder, agent, manager, owner, advisor, lender, guarantor, officer or director, any business that is engaged in the nutritional supplement industry and/or related products, subject to certain exceptions for passive investments.

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Additionally, the non-solicitation provisions of the employment agreements prohibit the officer from soliciting for employment any employee of the Company or any person who was an employee of the Company in the 90-day period before such solicitation. This prohibition applies during the officer s employment with the Company and for 12 months following the termination of the officer s employment.

Risk Assessment of Compensation Policies and Programs

In early 2015, management assessed our compensation policies and programs for all employees for purposes of determining the relationship of such policies and programs and the enterprise risks faced by the Company and presented its assessment to our Compensation Committee. Based on its assessment, management recommended, and the Compensation Committee, concluded, that none of our compensation policies or programs create risks that are reasonably likely to have a material adverse effect on the Company. In connection with their review, management and the Compensation Committee noted certain key attributes of our compensation policies and programs that help to reduce the likelihood of excessive risk taking, including:

The program design provides a balanced mix of cash and equity compensation, fixed and variable compensation and annual and long-term incentives.

Corporate performance objectives are designed to be consistent with the Company s overall business plan and strategy, as approved by the Board of Directors.

The determination of executive incentive awards is based on a review of a variety of indicators of performance, including both financial and non-financial goals, reducing the risk associated with any single indicator of performance.

Incentive payments are capped at no more than 200% of target.

The Company s equity awards generally vest over four year periods.

The Compensation Committee has the right to exercise negative discretion over executive incentive plan payments.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors (the Compensation Committee) has furnished this report on executive compensation. None of the members of the Compensation Committee is currently an officer or employee of the Company and all are non-employee directors for purposes of Rule 16b-3 under the Exchange Act and outside directors for purposes of Section 162(m) of the Internal Revenue Code. The Compensation Committee is responsible for designing, recommending to the Board of Directors for approval and evaluating the compensation plans, policies and programs of the Company and reviewing and approving the compensation of the Chief Executive Officer and other officers and directors.

This report, filed in accordance with Item 407(e)(5) of Regulation S-K, should be read in conjunction with the other information relating to executive compensation which is contained elsewhere in this proxy statement and is not repeated here.

In this context, the Compensation Committee hereby reports as follows:

1. The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section contained herein with management.

2. Based on the review and discussions referred to in paragraph (1) above, the Compensation Committee recommended to our Board of Directors, that the Compensation Discussion and Analysis be included in this proxy statement on Schedule 14A for filing with the SEC.

July 8, 2015

COMPENSATION COMMITTEE

/s/ Michael Doron, Chairman

Noel Thompson

William Bush

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of shares of our common stock by (i) each current director, (ii) each named executive officer, (iii) each person who we know beneficially owns more than 5% of our common stock as of June 12, 2015.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws.

	Shares Beneficially Owned Common Stock (1)	
Name of Beneficial Owner	Shares	% (2)
Named Executive Officers:		
Brad J. Pyatt	975,443	7.1%
Richard Estalella	370,000	2.7%
John Price	100,000	*
James J. Greenwell	162,172	1.2%
Cory J. Gregory	411,655	3.0%
Non-Employee Directors:		
Ryan Drexler(3)	1,000,000	7.3%
Michael J. Doron	59,785	*
William Bush		*
Stacey Jenkins		*
Noel Thompson		*
Officers and Directors as a Group (ten persons):	2,079,055	21.3%

* Represents less than one percent.

(1) This column lists beneficial ownership of voting securities as calculated under SEC rules. Otherwise, except to the extent noted below, each director, named executive officer or entity has sole voting and investment power over the shares reported. A portion of the shares may be subject to vesting provisions. Standard brokerage accounts may include nonnegotiable provisions regarding set-offs or similar rights.

(2) Percent of total voting power represents voting power with respect to 13,711,660 shares of common stock outstanding as of June 12, 2015.

(3) Ryan Drexler is the sole member of Consac, LLC and as such has voting and investment power over the securities owned by the stockholder. These shares are included in the Beneficial Owners of More than Five Percent table below.

Beneficial Owners of More than Five Percent

The following table shows the number of shares of our common stock, as of June 12, 2015, held by persons known to us to beneficially own more than five percent of our outstanding common stock.

Name of Beneficial Owner	Shares Beneficially Owned Common Stock (1) Shares	% (2)
Wynnefield Capital (3)	1,040,000	7.6%
Consac, LLC (5)	1,000,000	7.3%
Marine MP (4)	780,000	5.7%

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(1) This column lists beneficial ownership of voting securities as calculated under SEC rules. Otherwise, except to the extent noted below, each director, named executive officer or entity has sole voting and investment power over the shares reported. Standard brokerage accounts may include nonnegotiable provisions regarding set-offs or similar rights.
(2) Percent of total voting power represents voting power with respect to 13,711,660 shares of common stock outstanding as of June 12, 2015.
(3) Joshua Landes and Nelson Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Small Cap Value Offshore Fund and Wynnefield Capital, Inc. Profit Sharing Plan because they are a co-managing members of Wynnefield Capital Management, LLC and principal executive officers of Wynnefield Capital, Inc. The principal place of business for Wynnefield Capital is 450 Seventh Avenue, Suite 509, New York, New York 10123.
(4) Arnold Schwarzenegger is the sole member of Marine MP, LLC, and as such has voting and investment power over the securities owned by the stockholder.
(5) Ryan Drexler is the sole member of Consac, LLC, and as such has voting and investment power over the securities owned by the stockholder. These shares are included in the Non-Employee Directors portion of the Management Beneficial Ownership table on the previous page.

EQUITY COMPENSATION PLAN INFORMATION

We have one equity compensation plan that has been approved by our stockholders: the 2010 Equity Incentive Plan. The following table sets forth the number and weighted-average exercise price of securities to be issued upon exercise of outstanding options, warrants and rights, and the number of securities remaining available for future issuance under all of our equity compensation plans, at December 31, 2014:

PLAN CATEGORY	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) (1)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) (c) (1)
Equity compensation plans approved by security holders:	472	$ 425.00	2,623
Equity compensation plans not approved by security holders:			
Total	472	$ 425.00	2,623

(1) Reflects the 1-for-850 reverse stock split of our common stock that we affected on November 26, 2012.

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AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors (the Audit Committee) has furnished this report concerning the independent audit of the Company s financial statements. Each member of the Audit Committee meets the enhanced independence standards established by the Sarbanes-Oxley Act of 2002 and rulemaking of the Securities and Exchange Commission (the SEC) and the NASDAQ Stock Market regulations. A copy of the Audit Committee Charter is available on the Company s website at http://www.musclepharmcorp.

The Audit Committee s responsibilities include assisting the Board of Directors regarding the oversight of the integrity of the Company s financial statements, the Company s compliance with legal and regulatory requirements, the Independent Registered Public Accounting Firm s qualifications and independence, and the performance of the Company s internal audit function and the Independent Registered Public Accounting Firm.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the Company s financial statements for the fiscal year ended December 31, 2014 with the Company s management and EKS&H LLLP, the Company s Independent Registered Public Accounting Firm. In addition, the Audit Committee has discussed with EKS&H LLLP, with and without management present, their evaluation of the Company s internal accounting controls and overall quality of the Company s financial reporting. The Audit Committee also discussed with EKS&H LLLP the matters required to be discussed by AICPA, Professional Standards, Vol. 1, AU Section 380 (Communication with Audit Committees), as modified or supplemented. The Audit Committee also received the written disclosures and the letter from EKS&H LLLP required by the Public Company Accounting Oversight Board Rule 3526 (Communication with Audit Committee Concerning Independence) and the Audit Committee discussed with EKS&H LLLP the independence of EKS&H LLLP from the Company and the Company s management.

Based on the Audit Committee s review and discussions noted above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that the audited financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for filing with the Securities and Exchange Commission.

The Audit Committee and the Board of Directors also have recommended, subject to stockholder approval, the selection of EKS&H LLLP as the Company s Independent Registered Public Accounting Firm for the year ending December 31, 2015.

July 8, 2015

AUDIT COMMITTEE

/s/ William Bush, Chairman

Stacey Jenkins

Michael Doron

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RELATED PARTY TRANSACTIONS

Transactions with Related Persons

In addition to the named executive officer and director compensation arrangements discussed in Executive Compensation , below we describe transactions since January 1, 2012, to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed $120,000 and in which any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest.

Consulting Agreements

On July 12, 2012, we entered into a consulting agreement with Melechdavid, Inc. (Melechdavid), an affiliate of Mark E. Groussman, a former director, prior to Mr. Groussman becoming a director of the Company. The consulting agreement provides that Melechdavid will provide consulting services to us related to strategic acquisitions, capital restructuring and Mr. Groussman will serve as a member of the Board of Directors. Mr. Groussman was appointed to our Board of Directors on July 19, 2012, and resigned from our board effective October 18, 2012. The consulting agreement provides that we will issue to Melechdavid shares of common stock in an amount equal to 4.2% of our outstanding common stock on a fully diluted (as-converted) basis. Further, until July 12, 2014, we are required to ensure that Melechdavid shall maintain its 4.2% fully diluted equity position. The term of the consulting agreement was 12 months.

On April 2, 2013, the Company entered into a first amendment to the Original Melechdavid Consulting Agreement with Melechdavid, effective as of March 28, 2013 (the Melechdavid Amended Agreement). Pursuant to the Melechdavid Amended Agreement, Melechdavid agreed to cap the shares of the Company s common stock, $0.001 par value per share (the Common Stock) that it is entitled to receive under the Original Melechdavid Consulting Agreement to no more than 570,000 shares of Common Stock of the Company, after giving effect to the 1-for-850 reverse stock split of the Common Stock effected by the Company on November 26, 2012. In connection with the execution and delivery of the Melechdavid Amended Agreement, the Company issued Melechdavid an aggregate of 341,247 shares of Common Stock on March 29, 2013 and 228,753 shares of Common Stock on April 5, 2013 as full satisfaction of the Company s obligations under the Original Melechdavid Consulting Agreement. The Company s obligations under the Melechdavid agreement was completely satisfied as of July 12, 2013 and the agreements have not been renewed or extended.

On July 12, 2012, we entered into a consulting agreement with GRQ Consultants, Inc. (GRQ), an affiliate of Barry C. Honig. The consulting agreement provides that GRQ will provide consulting services to us related to banking relationships, strategic acquisitions and capital restructuring. The consulting agreement provides that we will issue to GRQ shares of common stock in an amount equal to 4.2% of our outstanding common stock on a fully diluted (as-converted) basis. Further, until July 12, 2014, we are required to ensure that GRQ shall maintain its 4.2% fully diluted equity position. The term of the consulting agreement was 12 months.

On April 2, 2013, the Company entered into a first amendment to the Original GRQ Consulting Agreement with GRQ, effective as of March 28, 2013 (the GRQ Amended Agreement). Pursuant to the GRQ Amended Agreement, GRQ agreed to cap the shares of the Company s Common Stock that it is entitled to receive under the Original GRQ Consulting Agreement to no more than 420,000 shares of Common Stock of the Company, after giving effect to the 1-for-850 reverse stock split of the Common Stock effected by the Company on November 26, 2012. In connection with the execution and delivery of the GRQ Amended Agreement, the Company issued GRQ an aggregate of 305,889 shares of Common Stock on March 29, 2013 and 78,753 shares of Common Stock on April 5, 2013 as full satisfaction of the Company s obligations under the Original GRQ Consulting Agreement. The Company had previously issued GRQ 35,359 shares of Common Stock pursuant to the Original GRQ Consulting Agreement. The Company s obligations under the GRQ agreement was completely satisfied as of July 12, 2013 and the agreements have not been renewed or extended.

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Other Agreements

On February 15, 2012, Mr. Drew Ciccarelli filed a Schedule 13G with the Securities and Exchange Commission which indicated Mr. Ciccarelli owned approximately 9.94% of the Company s common stock at that time. Prior to such date, the Company entered into a Sportswear License Agreement with MusclePharm Sportswear LLC (MPS), of which Mr. Ciccarelli was the principle owner, pursuant to which the Company received $250,000 in fees. In November 2013, that agreement was terminated.

Subsequent to February 15, 2012, the Company entered in a Mutual Rescission and Release Agreement with Mr. Ciccarelli pursuant to which certain purchases of the Company s common stock previously made by Mr. Ciccarelli were rescinded. Also subsequent to February 15, 2012, the Company entered into a Warrant Conversion Agreement with Mr. Ciccarelli pursuant to which certain outstanding warrants to purchase shares of the Company s common stock then owned by Mr. Ciccarelli were converted into shares of the Company s common stock.

Ryan DeLuca, the Chief Executive Officer of Bodybuilding.com, is the brother of Jeremy DeLuca, MusclePharm s EVP, MusclePharm Brand and Global Business Development. The Company maintained a business relationship with Bodybuilding.com prior to hiring Mr. DeLuca. The Company does not offer preferential pricing of our products to Bodybuilding.com based on these relationships. Net revenue from products sales to Bodybuilding.com were $24.0 million, $29.8 million and $23.3 million for the years ended December 31, 2014, 2013 and 2012 respectively. The Company had $1.9 million and $2.0 million respectively in trade receivables with Bodybuilding.com as of December 31, 2014 and 2013. The Company purchased marketing services from Bodybuilding.com for the year ended December 31, 2014 in the amount of $1.4 million.

The Company leases office and warehouse facility in Hamilton, Ontario, Canada from 2017275 Ontario Inc., which is a company owned by Renzo Passaretti, VP and General Manager of MusclePharm Canada Enterprises Corp, the Company s wholly owned Canadian subsidiary. For the years ended December 31, 2014, 2013 and 2012, the Company paid rent of $86,000, $75,000 and $59,000. The lease expires in March 2016.

On August 26, 2013, we entered into a Securities Purchase Agreement with BioZone Pharmaceuticals, Inc. (Biozone) pursuant to which we bought (i) $2,000,000 of a 10% secured convertible promissory notes and (ii) a warrant to purchase 10,000,000 shares of the Seller s common stock, at an exercise price of $0.40 per share, for an aggregate purchase price of $2,000,000. Dr. Philip Frost, a significant investor in the Company and a member of our Scientific Advisory Board, is the Chairman and CEO of OPKO Health, Inc. (OPKO), and is the trustee of Frost Gamma Investments Trust (Frost Gamma). Each of Dr. Frost, OPKO, and Frost Gamma were significant shareholders in Biozone.

On October 16, 2013, the Company entered into an Office Lease Agreement with Frost Real Estate Holdings, LLC, a Florida limited liability company owned by Dr. Phillip Frost, a significant shareholder. Pursuant to the lease, the Company rents 1,437 square feet of office space for an initial term of three years, with an option to renew the lease for an additional three-year term. For the years ended December 31, 2014 and 2013, the Company s incurred rent expense of $54,000 and $13,000.

For the year ended December 31, 2014, the Company purchased split dollar life insurance policies on certain key executives. These policies provide a split of 50% of the death benefit proceeds to the Company and 50% to the officer s designated beneficiaries.

For discussion of our Youth Sports Program see Compensation of Executive Officers Youth Sports Program.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and named executive officers. The indemnification agreements and our bylaws will require us to indemnify our directors to the fullest extent permitted by Nevada law.

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Review, Approval or Ratification of Transactions with Related Parties

We intend to adopt a written related person transactions policy that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of our common stock, and any members of the immediate family of and any entity affiliated with any of the foregoing persons, are not permitted to enter into a material related person transaction with us without the review and approval of our audit committee, or a committee composed solely of independent directors in the event it is inappropriate for our audit committee to review such transaction due to a conflict of interest. We expect the policy to provide that any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of our common stock or with any of their immediate family members or affiliates, in which the amount involved exceeds $120,000 will be presented to our audit committee for review, consideration and approval. In approving or rejecting any such proposal, we expect that our audit committee will consider the relevant facts and circumstances available and deemed relevant to the audit committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person s interest in the transaction.

Although we have not had a written policy for the review and approval of transactions with related persons, our Board of Directors has historically reviewed and approved any transaction where a director or officer had a financial interest, including all of the transactions described above. Prior to approving such a transaction, the material facts as to a director s or officer s relationship or interest as to the agreement or transaction were disclosed to our Board of Directors. Our Board of Directors would take this information into account when evaluating the transaction and in determining whether such transaction was fair to us and in the best interest of all of our stockholders.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires the Company s directors and named executive officers, and persons who beneficially own more than ten percent of our common stock, to file initial reports of ownership and reports of changes in ownership of our common stock and our other equity securities with the SEC. As a practical matter, the Company assists its directors and officers by monitoring transactions and completing and filing Section 16 reports on their behalf. Based solely on a review of the copies of such forms in our possession and on written representations from reporting persons, we believe that during 2013 all of our named executive officers and directors filed the required reports on a timely basis under Section 16(a) of the Exchange Act, except for (i) the Amendment No. 1 to Schedule 13D filed with the SEC on October 21, 2013 for Brad Pyatt, and (ii) the Amendment No. 1 to Schedule 13D filed with the SEC on October 21, 2013 for Cory Gregory.

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PROPOSAL 1

ELECTION OF DIRECTORS

General

The Board of Directors has nominated the seven (7) individuals identified under Director Nominees below for election as directors, all of whom are currently directors of the Company. Each of the nominees has agreed to be named in this proxy statement and to serve as a director if elected. Our Board of Directors is currently comprised of seven (7) members. Directors are elected at each annual meeting and hold office until their successors are duly elected and qualified at the next annual meeting. In the absence of instructions to the contrary, the persons named as proxy holders in the accompanying proxy intend to vote in favor of the election of the seven (7) nominees designated below to serve until the 2016 Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified.

Director Nominees

The following table sets forth certain information concerning the nominees for directors of the Company as of July 8, 2015.

Name	Age	Director Since	Position with the Company
Brad Pyatt	34	2008	Chief Executive Officer and Director
Richard Estalella	53	2013	President and Director
Ryan Drexler	44	2015	Chairman of the Board
William Bush	50	2015	Director
Michael Doron	54	2012	Director
Stacey Jenkins	41	2015	Director
Noel Thompson	34	2015	Director

Required Vote

The election of the directors of the Company requires the affirmative vote of a plurality of the votes cast by stockholders, who are entitled to vote, present in person or represented by Proxy at the Annual Meeting, which will be the nominees receiving the largest number of votes, which may or may not constitute less than a majority.

THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES

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PROPOSAL 2

RATIFICATION OF APPOINTMENT OF EXTERNAL AUDITORS

The Audit Committee has selected EKS&H, an independent registered public accounting firm, to audit the consolidated financial statements of MusclePharm Corporation for the fiscal year ending December 31, 2015 and recommends that stockholders vote for ratification of such appointment. Although we are not required to submit to a vote of the stockholders the ratification of the appointment of EKS&H LLLP, the Company, the Board and the Audit Committee, as a matter of good corporate governance, have determined to ask the stockholders to ratify the appointment. If the appointment of EKS&H LLLP is not ratified, the Audit Committee will take the vote under advisement in evaluating whether to retain EKS&H LLLP.

Representatives of EKS&H LLLP attended meetings of the Audit Committee of the Board including executive sessions of the Audit Committee at which no members of MusclePharm s management are present. EKS&H LLLP has audited the Company s financial statements for each fiscal year since the fiscal year ended December 31, 2013. Representatives of EKS&H LLLP are expected to be present at the Annual Meeting. In addition, they will have an opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions from stockholders.

The following is a summary of fees billed by EKS&H LLP for fiscal years ended December 31, 2014 and 2013:

	2014	2013
Audit fees (1)	$ 305,000	$ 189,000
Audit-related fees (2)	53,000	64,000
Tax fees (3)	1,000	
All other fees (4)	25,000	3,000