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MusclePharm Corp  
Form NT 10-Q  
May 17, 2010

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER  
000-53166

CUSIP NUMBER  
\_\_\_\_\_

(Check One): ☐ Form 10-K ☐ Form 11-K ☒ Form 10-Q ☐ Form N-SAR

For Period Ended: March 31, 2010

- ☐ Transition Report on Form 10-K  
☐ Transition Report on Form 20-F  
☐ Transition Report on Form 11-K  
☐ Transition Report on Form 10-Q  
☐ Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

PART I - REGISTRANT INFORMATION

MusclePharm Corporation  
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Full Name of Registrant

3390 Peoria Street, #307  
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Address of Principal Executive Office (Street and Number)

Aurora, Colorado 80010  
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City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the Registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) the reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR, or portion thereof, will be  
[X] filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

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(c) The accountant's statement or other exhibit required by Rule 12b-25 has been attached if applicable.

### PART III - NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

During the three months ended March 31, 2010, the Company completed a reverse acquisition, changed its fiscal year end from August 31 to December 31, and changed its auditors. Therefore, this is the first filing of financial statements for the combined companies, and due to the complexity of preparing the financials, the Company was not able to complete the filing by the current due date.

### PART IV - OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification.

|            |             |                    |
|------------|-------------|--------------------|
| Brad Pyatt | 800         | 210-7369           |
| -----      | -----       | -----              |
| (Name)     | (Area Code) | (Telephone Number) |

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months (or for such shorter) period that the Registrant was required to file such reports) been filed? If answer is no, identify report(s). ☒ Yes ☐ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? ☐ Yes ☒ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

### NARRATIVE AND QUALITATIVE EXPLANATION OF THE ANTICIPATED CHANGE:

N/A

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MusclePharm Corporation  
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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 17, 2010

/s/ Brad J. Pyatt  
Brad J. Pyatt, Chief Executive  
Officer