



DIVISION OF  
CORPORATION FINANCE

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

January 10, 2011

Via E-mail

Mr. Brad Pyatt  
Chief Executive Officer  
MusclePharm Corporation  
5348 Vegas Dr.  
Las Vegas, NV 89108

**Re: MusclePharm Corporation  
Amendment No. 1 to Registration Statement on Form S-1/A  
Filed December 29, 2011  
File No. 333-178427**

Dear Mr. Pyatt:

We have reviewed your amended registration statement and correspondence filed December 29, 2011 and have the following comment.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this comment, we may have additional comments.

Amendment No. 1 to Registration Statement on Form S-1/A

1. Please revise your filing to provide executive compensation disclosure for the fiscal year ended December 31, 2011. Please refer to Regulation S-K Compliance and Disclosure Interpretations, Question 117.05.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comment, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

Mr. Brad Pyatt  
MusclePharm Corporation  
January 10, 2012  
Page 2

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Rose Zukin at (202) 551-3239, Daniel Greenspan at (202) 551-3623 or me at (202) 551-3710 with any questions.

Sincerely,

/s/ Daniel S. Greenspan

Jeffrey P. Riedler  
Assistant Director

cc: Joseph Lucosky  
Lucosky Brookman LLP  
33 Wood Avenue South, 6th Floor  
Iselin, NJ 08830