

CICCARELLI DREW MORAN
Form SC 13G
February 15, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

MusclePharm Corporation
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

627335102
(CUSIP Number)

02/14/2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

TSX Holdings, LLC (27-5405806)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) "

2

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

South Carolina

NUMBER OF SOLE VOTING POWER

5
SHARES 61,542,939

SHARED VOTING POWER
BENEFICIALLY

6

OWNED BY SOLE DISPOSITIVE POWER

7
EACH 61,542,939

8 SHARED DISPOSITIVE POWER
REPORTING

PERSON None

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

61,542,939

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.94%

TYPE OF REPORTING PERSON*

12

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

Five Star Holdings, LLC (27-1735422)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) "

2

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Las Vegas

NUMBER OF SOLE VOTING POWER

5
SHARES 61,542,939

SHARED VOTING POWER
BENEFICIALLY

6
None
OWNED BY

SOLE DISPOSITIVE POWER

EACH
7
61,542,939

REPORTING

SHARED DISPOSITIVE POWER

PERSON
8
None

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

61,542,939

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

10

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.94%

TYPE OF REPORTING PERSON*

12

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

Drew Ciccarelli

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

2

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

NUMBER OF SOLE VOTING POWER

5
SHARES 61,542,939

SHARED VOTING POWER
BENEFICIALLY

6
None
OWNED BY

SOLE DISPOSITIVE POWER

EACH
7
61,542,939

REPORTING
8 SHARED DISPOSITIVE POWER

PERSON

None

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

61,542,939

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* "

10

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.94%

TYPE OF REPORTING PERSON*

12

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

Item 1 (a) Name of Issuer:

MusclePharm Corporation (the “Company”)

(b) Address of Issuer’s Principal Executive Offices:

4271 Ironton Street, Building A
Denver, CO 90839

Item 2 (a) Name of Person Filing:

This statement is filed by Drew Ciccarelli (“Mr. Ciccarelli”) with respect to shares of common stock, \$0.001 par value per share, of the issuer beneficially owned by Mr. Ciccarelli., TSX Holdings, LLC, Five Star Consulting, LLC with respect to the shares beneficially owned by Mr. Ciccarelli.

(b) Address of Principal Office, or if None, Residence:

Mr. Ciccarelli’s address is as follows:

136 Wappoo Creek Drive
Charleston, SC 29412

Five Star Consulting, LLC’s address is as follows:

681 Castle Pinkney Dr
Charleston, SC 29412

TSX Holdings, LLC's address is as follows:

681 Castle Pinkney Dr

Charleston, SC 29412

(c) Citizenship:

Mr. Ciccarelli is a United States citizen

Five Star Consulting, LLC is a Las Vegas limited liability company

TSX Holdings, LLC is a South Carolina limited liability company

(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

(e) CUSIP Number:

627335102

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Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

Not Applicable

Item 4

Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Item 9 of cover pages

- (b) Percent of Class: See Item 11 of the cover pages

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: See Item 5 of the cover pages.
 - (ii) Shared power to vote or to direct the vote: see Item 6 of the cover pages.
 - (iii) Sole power to dispose or to direct the disposition of: See Item 7 of the cover pages.
 - (iv) Shared power to dispose or to direct the disposition of: See Item 8 of the cover pages.

For purposes of calculating the percent of class, the reporting persons has assumed that there were a total of 619,445,423 shares of common stock outstanding immediately subsequent to the issuance of the shares, such that the 61,542,939 shares of common stock issued to the reporting person represent approximately 9.94% of the class subsequent to such issuance.

Item 5

Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by
the Parent Holding Company:**

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

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Item 9

Notice of Dissolution of Group:

Not Applicable

Item 10

Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2012 TSX Holdings, LLC

By: /s/ Drew Ciccarelli
Name: Drew Ciccarelli
Its: Managing Director

Dated: February 15, 2012 Five Star Consulting,
LLC

By: /s/ Drew Ciccarelli
Name: Drew Ciccarelli
Its: Managing Director

Dated: February 15, 2012 s/ Drew Ciccarelli
Drew Ciccarelli

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Joint Filing Agreement among TSX Holdings, LLC, Five Star Consulting, LLC and Drew Ciccarelli

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