

FITLIFE BRANDS, INC.

Form 4

October 16, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Greenblatt Jeffrey N.

(Last) (First) (Middle)

14 EAST 60TH STREET, SUITE
600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

FITLIFE BRANDS, INC. [BNLBD]

3. Date of Earliest Transaction
(Month/Day/Year)

09/27/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/27/2013		J ⁽¹⁾	Amount 89,201 ⁽²⁾	(A) or (D) Price A <u>(1)</u> 929,864 ⁽²⁾	D	
Common Stock	09/27/2013		C ⁽³⁾	20,833 ⁽²⁾	A <u>(3)</u> 950,697 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series C Convertible Preferred Stock	(1)	09/27/2013		J(1)		41.6		11/15/2010	(4)	Common Stock	166,4(2)
Warrant	\$ 3	09/27/2013		C(3)		83,333(2)		11/15/2010	11/15/2015	Common Stock	83,3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Greenblatt Jeffrey N. 14 EAST 60TH STREET, SUITE 600 NEW YORK, NY 10022	

Signatures

/s/ Jeffrey
Greenblatt 10/15/2013

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each share of Series C Convertible Preferred Stock (the "Series C Preferred") is convertible into that number of shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock"), equal to the stated value of the Series C Preferred, divided by \$2.50 per share. Per these terms and pursuant to a reclassification exempt under Rule 16b-7, one-half of the Reporting Person's shares of Series C Preferred, plus all accrued dividends thereon, were converted into shares of the Issuer's Common Stock, and the remaining one-half were redeemed by the Issuer for a cash payment equal to the stated value of the shares of Series C Preferred, plus all accrued dividends thereon.
- (1) Preferred, plus all accrued dividends thereon, were converted into shares of the Issuer's Common Stock, and the remaining one-half were redeemed by the Issuer for a cash payment equal to the stated value of the shares of Series C Preferred, plus all accrued dividends thereon.
 - (2) Shares reported on a post-split basis, following a one-for-ten reverse split of the Issuer's Common Stock on September 30, 2013.
 - (3) The Reporting Person converted the warrants into that number of shares of Common Stock equal to the total number of shares of Common Stock issuable upon exercise of the warrants, divided by four.
 - (4) Shares of Series C Preferred do not expire.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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