

FITLIFE BRANDS, INC.
Form 4
October 09, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ADELMAN JASON T

(Last) (First) (Middle)

CIPHER CAPITAL PARTNERS
C/O ROTHSCHILD, 1251
AVENUE OF THE AMERICAS,
SUITE 936

(Street)

NEW YORK, NY 10020

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
				Code	V		

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

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(9-02)

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

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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 of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Series C Convertible Preferred Stock	(1)	09/27/2013		G(2)		16.675		11/15/2010	(3)	Common Stock	66
Warrant	\$ 3	09/27/2013		G(2)		67,708.3	(4)	11/15/2010	11/15/2015	Common Stock	67,
Series C Convertible Preferred Stock	(1)	09/27/2013		J(5)		16.675		11/15/2010	(3)	Common Stock	66

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ADELMAN JASON T
 CIPHER CAPITAL PARTNERS C/O ROTHSCHILD
 1251 AVENUE OF THE AMERICAS, SUITE 936
 NEW YORK, NY 10020

Signatures

/s/ Jason
 Adelman 10/09/2013

**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

(1) 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.

(2) Securities gifted to a trust controlled by a third party trustee for the benefit of grantors minor children.

(3) Shares of Series C Preferred do not expire.

(4) Shares reported on a post-split basis, following a one-for-ten reverse split of the Issuer's Common Stock on September 30, 2013.

(5) Pursuant to a reclassification exempt under Rule 16b-7, the shares of Series C Preferred 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.

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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