

OBUS NELSON
Form 4
August 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
WYNNEFIELD PARTNERS
SMALL CAP VALUE LP

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Summer Infant, Inc. [SUMR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount or Price | (A) or (D) | | |
| Common Stock | 08/20/2012 | | P | | 662 | A | \$ 2.7 865,168 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/20/2012 | | P | | 977 | A | \$ 2.7 1,284,321 | I <u>(2)</u> See also footnote <u>(1)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/20/2012 | | P | | 538 | A | \$ 2.7 684,497 | I <u>(3)</u> See also footnote <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/21/2012 | | P | | 791 | A | \$ 2.75 865,959 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| | 08/21/2012 | | P | | 1,167 | A | 1,285,488 | I <u>(2)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---------|---------|-----------|--|---|
| Common Stock | | | | | \$ 2.75 | | | | See also footnote ⁽¹⁾ <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/21/2012 | | P | 642 | A | \$ 2.75 | 685,139 | I ⁽³⁾ | See also footnote ⁽¹⁾ <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/22/2012 | | P | 12,721 | A | \$ 2.75 | 878,680 | D ⁽¹⁾ ⁽²⁾ ⁽³⁾ <u>(4)</u> | |
| Common Stock | 08/22/2012 | | P | 18,789 | A | \$ 2.75 | 1,304,277 | I ⁽²⁾ | See also footnote ⁽¹⁾ <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/22/2012 | | P | 10,336 | A | \$ 2.75 | 695,475 | I ⁽³⁾ | See also footnote ⁽¹⁾ <u>(2)</u> <u>(4)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |

| | |
|--|---|
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD CAPITAL INC 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| OBUS NELSON 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| LANDES JOSHUA 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |

Signatures

| | |
|--|------------|
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 08/22/2012 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 08/22/2012 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President | 08/22/2012 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized Signatory | 08/22/2012 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member | 08/22/2012 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President | 08/22/2012 |
| __Signature of Reporting Person | Date |
| /s/ Nelson Obus, Individually | 08/22/2012 |

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).
- (1) On the date hereof, Wynnefield Partners Small Cap Value L.P. ("Partners") directly beneficially owns 878,680 shares of common stock of Summer Infant, Inc. (SUMR). Wynnefield Capital Management, LLC ("WCM"), as the sole general partner of Partners, has an indirect beneficial ownership interest in the shares of common stock that Partners directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of WCM, have an indirect beneficial ownership interest in the shares of common stock that Partners directly beneficially owns.
- (2) On the date hereof, Partners has an indirect beneficial ownership interest in 1,304,277 shares of common stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value L.P.I ("Partners I"). WCM, as the sole general partner of Partners I, has indirect beneficial ownership interest in the shares of common stock that Partners I directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of WCM, have an indirect beneficial ownership interest in the shares of common stock that Partners I directly beneficially owns.
- (3) On the date hereof, Partners has an indirect beneficial ownership interest in 695,475 shares of common stock which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd ("Offshore"). Wynnefield Capital, Inc. ("WCI"), as the sole investment manager of Offshore, has an indirect beneficial ownership interest in the shares of common stock that Offshore directly beneficially owns. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of common stock that Offshore directly beneficially owns.
- (4) On the date hereof, Partners has an indirect beneficial ownership interest in 85,000 shares of common stock, which are directly beneficially owned by the Plan. Mr. Obus has the power to vote and dispose of the Plan's investments in securities and has an indirect beneficial ownership interest in the shares of common stock that the Plan directly beneficially owns.

Remarks:

This Form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P. ("Partners"), Wynnefield Partners Small Cap

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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