

OBUS NELSON
Form 4
June 13, 2012

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
burden hours per
response... 0.5

(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)

06/11/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2012		P		7,774	A	\$ 3	656,362	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Common Stock	06/11/2012		P		11,856	A	\$ 3	969,193	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	06/11/2012		P		6,370	A	\$ 3	515,445	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	06/12/2012		P		4,485	A	\$ 2.94	660,847	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
	06/12/2012		P		6,825	A		976,018	I	

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Common Stock					\$ 2.94				See footnotes (1) (2) (3) (4)
Common Stock	06/12/2012		P	3,690	A	\$ 2.94	519,135	I	See footnotes (1) (2) (3) (4)

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.

SEC 1474
(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

WYNNEFIELD CAPITAL MANAGEMENT LLC
450 SEVENTH AVE
STE 509
NEW YORK, NY 10123

X

WYNNEFIELD CAPITAL INC
450 SEVENTH AVE
STE 509
NEW YORK, NY 10123

X

Wynnefield Capital, Inc. Profit Sharing Plan
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

OBUS NELSON
450 SEVENTH AVE
STE 509
NEW YORK, NY 10123

X

LANDES JOSHUA
450 SEVENTH AVE
STE 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

06/13/2012

__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

06/13/2012

__Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital,
Inc., /s/ Nelson Obus, President

06/13/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized
Signatory

06/13/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member

06/13/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President

06/13/2012

__Signature of Reporting Person

Date

/s/ Nelson Obus, Individually

06/13/2012

__Signature of Reporting Person

Date

/s/ Joshua Landes, Individually

06/13/2012

__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).
- On the date hereof, Wynnefield Partners Small Cap Value L.P. ("Partners") directly beneficially owns 660,847 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.
- (1) On the date hereof, Partners has an indirect beneficial ownership interest in 976,018 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.
- (2) On the date hereof, Partners has an indirect beneficial ownership interest in 519,135 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.
- (3) 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.
- (4)

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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