

OBUS NELSON
Form 4
September 24, 2010

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

2. Issuer Name and Ticker or Trading Symbol
MAM SOFTWARE GROUP, INC.
[NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 SEVENTH AVENUE, SUITE 509

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2010

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

NEW YORK, NY 10123

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

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

(City) (State) (Zip)

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	09/22/2010		P		30,000	A	\$ 0.0867
					2,774,608	D	(1) (2)
Common Stock	09/22/2010		P		41,000	A	\$ 0.0867
					8,919,311	I	See Footnote (3) (4) (5) (6)
Common Stock	09/22/2010		P		29,000	A	\$ 0.0867
					8,919,311	I	See Footnote (3) (4) (5) (6)

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Common Stock	09/23/2010		P	92,380	A	\$ 0.082	2,774,608	D ⁽²⁾	
Common Stock	09/23/2010		P	122,180	A	\$ 0.082	8,919,311	I	See Footnote <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock	09/23/2010		P	83,440	A	\$ 0.082	8,919,311	I	See Footnote <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Preferred Stock	<u>(7)</u>	07/22/2010		<u>J</u> ⁽⁷⁾	128,205	<u>(7)</u>	<u>(7)</u>	Common Stock	128,205
Preferred Stock	<u>(7)</u>	07/22/2010		<u>J</u> ⁽⁷⁾	352,564	<u>(7)</u>	<u>(7)</u>	Common Stock	352,564

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			X	

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

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner, /s/ Nelson Obus, Managing Member	09/24/2010
__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	09/24/2010
__Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc., /s/ Nelson Obus, President	09/24/2010
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC , /s/ Nelson Obus, Managing Member	09/24/2010
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC. , /s/ Nelson Obus, President	09/24/2010
__Signature of Reporting Person	Date
/s/ Nelson Obus, Individually	09/24/2010
__Signature of Reporting Person	Date
/s/ Joshua Landes, Individually	09/24/2010
__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).

This Form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P. ("Partners"), Wynnefield Partners Small Cap Value, L.P. I ("Partners I"), Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), Channel Partnership II, L.P. ("Channel"), Wynnefield Capital Inc. Profit Sharing Plan (the "Plan"), Wynnefield Capital Management, LLC ("WCM"), Wynnefield Capital, Inc. ("WCI"),

(1) Nelson Obus and Joshua Landes (each, a "Reporting Person"), as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each of the Reporting Persons maintains an office at the same address. Each of the Reporting Persons identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities.

On the date hereof, Partners directly beneficially owns 2,744,608 shares of common stock of MAM Software Group, Inc. (MAMS) and 128,205 shares of preferred stock of MAMS. WCM, as the sole general partner of Partners, has an indirect beneficial ownership interest

(2) in the shares of common stock and preferred 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 and preferred stock that Partners directly beneficially owns.

On the date hereof, Partners has an indirect beneficial ownership interest in 3,488,053 shares of common stock and 128,205 shares of preferred stock, which are directly beneficially owned by Partners I. WCM, as the sole general partner of Partners I, has an indirect

(3) beneficial ownership interest in the shares of common stock and preferred 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 and preferred stock that Partners I directly beneficially owns.

On the date hereof, Partners has an indirect beneficial ownership interest in 4,789,394 shares of common stock and 128,205 shares of preferred stock, which are directly beneficially owned by Offshore. WCI, as the sole investment manager of Offshore, has an indirect

(4) beneficial ownership interest in the shares of common stock and preferred 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 and preferred stock that Offshore directly beneficially owns.

On the date hereof, Partners has an indirect beneficial ownership interest in 625,000 shares of common stock and 96,154 shares of preferred stock, which are directly beneficially owned by Channel. Mr. Obus, as the sole general partner of Channel, has an indirect

(5) beneficial ownership interest in the shares of common stock and preferred stock that Channel directly beneficially owns.

On the date hereof, Partners has an indirect beneficial ownership interest in 16,864 shares of common stock, which are directly

(6) 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.

The Reporting Persons received the shares of preferred stock described herein in an exchange of all the warrants held by the Reporting

(7) Persons, as previously reported on the Reporting Persons' Form 3. Each share of preferred stock is convertible into one share of common stock at the option of the Issuer.

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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