

Summer Infant, Inc.  
Form SC 13D/A  
June 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Summer Infant, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

865646103

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. I

Edgar Filing: Summer Infant, Inc. - Form SC 13D/A

450 Seventh Avenue, Suite 509

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26<sup>th</sup> Floor

New York, New York 10019

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 12, 2013

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value L.P. I 13-3953291

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

<b>NUMBER OF</b>	<b>SOLE VOTING POWER</b>	
<b>SHARES</b>	7	
<b>BENEFICIALLY</b>	1,331,861	(See Item 5)

<b>OWNED BY</b>	SHARED VOTING POWER
<b>EACH</b>	8
<b>REPORTING</b>	0 (See Item 5)
<b>PERSON</b>	SOLE DISPOSITIVE POWER
<b>WITH</b>	9
	1,331,861 (See Item 5)
	10 SHARED DISPOSITIVE POWER
	0 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,331,861 (See Item 5)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.5%  
**14** TYPE OF REPORTING PERSON\*

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value, L.P. 13-3688497

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF**      **SOLE VOTING POWER**

**SHARES**            7

**BENEFICIALLY**    897,347            (See Item 5)

8 **SHARED VOTING POWER**

**OWNED BY**

**EACH** 0 (See Item 5)  
SOLE DISPOSITIVE POWER

**REPORTING**

9

**PERSON**

897,347 (See Item 5)  
**WITH** 10 SHARED DISPOSITIVE POWER

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

897,347 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

5.0%

TYPE OF REPORTING PERSON\*

**14**

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore Fund, Ltd. (No IRS Identification No.)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)  x  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

<b>NUMBER OF</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>	7
<b>BENEFICIALLY</b>	710,792 (See Item 5)
<b>OWNED BY</b>	8 SHARED VOTING POWER

<b>EACH</b>	0	(See Item 5)
	SOLE DISPOSITIVE POWER	
<b>REPORTING</b>		
	9	
<b>PERSON</b>		
	710,792	(See Item 5)
<b>WITH</b>	10 SHARED DISPOSITIVE POWER	

0 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**11**

710,792 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
**12**

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**13**

3.9%  
TYPE OF REPORTING PERSON\*

**14**

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

**NUMBER OF**      **SOLE VOTING POWER**

**SHARES**            7

**BENEFICIALLY**    85,000            (See Item 5)

8 **SHARED VOTING POWER**

**OWNED BY**

**EACH** 0 (See Item 5)  
SOLE DISPOSITIVE POWER

**REPORTING**

9

**PERSON**

**WITH** 85,000 (See Item 5)  
10 SHARED DISPOSITIVE POWER

0 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

85,000 (See Item 5)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

**14** TYPE OF REPORTING PERSON\*

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital Management, LLC 13-4018186

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

<b>NUMBER OF</b>	<b>SOLE VOTING POWER</b>	
<b>SHARES</b>	7	
<b>BENEFICIALLY</b>	2,229,208	(See Item 5)

<b>OWNED BY</b>	SHARED VOTING POWER
<b>EACH</b>	8
<b>REPORTING</b>	0 (See Item 5)
<b>PERSON</b>	SOLE DISPOSITIVE POWER
<b>WITH</b>	9
	2,229,208 (See Item 5)
	10 SHARED DISPOSITIVE POWER
	0 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,229,208 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..  
**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%  
**14** TYPE OF REPORTING PERSON\*

OO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

<b>NUMBER OF</b>	<b>SOLE VOTING POWER</b>
<b>SHARES</b>	7
<b>BENEFICIALLY</b>	710,792 (See Item 5)

<b>OWNED BY</b>	SHARED VOTING POWER
<b>EACH</b>	8
<b>REPORTING</b>	0 (See Item 5)
<b>PERSON</b>	SOLE DISPOSITIVE POWER
<b>WITH</b>	9
	710,792 (See Item 5)
	10 SHARED DISPOSITIVE POWER
	0 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

710,792 (See Item 5)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.9%

**14** TYPE OF REPORTING PERSON\*

CO

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Nelson Obus

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b)x

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

**NUMBER OF**      **SOLE VOTING POWER**

**SHARES**      7

**BENEFICIALLY**      85,000      (See Item 5)

<b>OWNED BY</b>	SHARED VOTING POWER	
<b>EACH</b>	8	
<b>REPORTING</b>	2,940,000	(See Item 5)
<b>PERSON</b>	SOLE DISPOSITIVE POWER	
<b>WITH</b>	9	
	85,000	(See Item 5)
	10 SHARED DISPOSITIVE POWER	
	2,940,000	(See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,025,000 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

**12**

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

16.9%

TYPE OF REPORTING PERSON\*

**14**

IN

CUSIP No. 865646103

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Joshua Landes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) x

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

**NUMBER OF**      **SOLE VOTING POWER**

**SHARES**      7

**BENEFICIALLY** 0      (See Item 5)

<b>OWNED BY</b>	SHARED VOTING POWER	
<b>EACH</b>	8	
<b>REPORTING</b>	2,940,000	(See Item 5)
<b>PERSON</b>	SOLE DISPOSITIVE POWER	
<b>WITH</b>	9	
	0	(See Item 5)
	10 SHARED DISPOSITIVE POWER	
	2,940,000	(See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,940,000 (See Item 5)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

..

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.4 %  
TYPE OF REPORTING PERSON\*

**14**

IN

CUSIP No. 865646103

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This Amendment No. 1 amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on November 30, 2012 (the "Schedule 13D") by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, par value \$0.0001 (the "Common Stock") of Summer Infant, Inc. (the "Issuer"), whose principal executive offices are located at 1275 Park East Drive, Woonsocket, Rhode Island 02895. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

### **Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$10,316,451 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

### **Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

The Wynnefield Reporting Persons have long supported the best practices of corporate governance, including the elimination of classified boards of directors. We view the ability of shareholders to elect and hold directors accountable on an annual basis as a crucial element of good corporate governance.

At the Issuer's 2013 annual meeting of shareholders, the Issuer had asked its shareholders to approve a proposal to declassify the Board commencing with the 2014 annual meeting. Wynnefield believes that a four year transition period serves to entrench the current Board, as well as makes the directors less accountable to the shareholders. Although the Wynnefield Reporting Persons generally support the declassification of boards, we believe that the Issuer's proposal to declassify its Board over a protracted period has the effect of prolonging the influence of the staggered board for as long as possible, and therefore, this type of declassifying, is not in the best interest of the Issuer or its shareholders.

Because the Company's proposal will delay the annual election of all of the Board's directors until the 2016 annual meeting of shareholders, the Wynnefield Reporting Persons believe that the proposal to declassify the Board fails to meet the best practices of corporate governance.

If the Board was truly committed to declassifying the Board, it could have simply proposed amending Article SIXTH of the Company's Amended and Restated Certificate of Incorporation to provide for the annual election of directors. Assuming shareholder approval of the proposal, all incumbent directors could then have resigned and been re-appointed by the Board to serve a one year term until the 2014 annual meeting of shareholders, at which time the entire Board would stand for election.

Consequently, the Wynnefield Reporting Persons determined to abstain from voting its shares of Common Stock in connection with the proposal to declassify the Board.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

#### **Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

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(a), (b) and (c) As of June 12, 2013, the Wynnefield Reporting Persons beneficially owned in the aggregate 3,025,000 shares of Common Stock, constituting approximately 16.9% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 17,874,796 shares of Common Stock outstanding as of May 1, 2013, as set forth in the Issuer's most recent report on Form 10-Q for the quarter ended March 31, 2013, filed with the Commission on May 14, 2013).

The following table sets forth certain information with respect to Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

Name	Number of Common Stock	Percentage of Outstanding Common Stock
Wynnefield Partners I	1,331,861	7.5%
Wynnefield Partners	897,347	5.0%
Offshore	710,792	3.9%
Plan	85,000	0.5%

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

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WCI is the sole investment manager of Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Offshore beneficially owns. WCI, as the sole investment manager of Offshore, has the sole power to direct the voting and disposition of the Common Stock that Offshore beneficially owns. Each of Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Each of Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Plan is an employee profit sharing plan. Mr. Obus is the portfolio manager of the Plan and has the sole authority to direct the voting and the disposition of the shares of Common Stock that the Plan beneficially owns. Accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 3,025,000 shares of Common Stock, constituting approximately 16.9% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 17,874,796 shares of Common Stock outstanding as of May 1, 2013, as set forth in Issuer's most recent report on Form 10-Q for the quarter ended March 31, 2013, filed with the Commission on May 14, 2013).

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have not sold or purchased shares of Common Stock during the last 60 days.

(d) and (e). Not Applicable

CUSIP No. 865646103

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**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: June 14, 2013

WYNNEFIELD PARTNERS SMALL CAP  
VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP  
VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
its General Partner

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE  
OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,  
its Investment Manager

By: /s/ Nelson Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC

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By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus  
Nelson Obus, President

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WYNNEFIELD CAPITAL, INC.  
PROFIT SHARING PLAN

By: /s/ Nelson Obus  
Nelson Obus, Portfolio Manager

/s/ Nelson Obus  
Nelson Obus, Individually

/s/ Joshua Landes  
Joshua Landes, Individually